

MARVEL
COMICS
GROUP

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

32
JAN

IND.

WITH HIS
AUNT MAY GRAVELY ILL
IN THE HOSPITAL, SPIDER-
MAN **FIGHTS** AS
NEVER BEFORE!

"MAN ON A RAMPAGE!"



THE AMAZING SPIDER-MAN!

PREPARE YOURSELF FOR A STARTLING SURPRISE!
YOU AND SPIDEY ARE ABOUT TO MEET ONE OF HIS
MOST POWERFUL FORMER FOES, AS THE TEEN-AGE
WEB-SPINNER PLUNGES INTO BATTLE, WITH EVERY
TICK OF THE CLOCK BRINGING HIM CLOSER TO --
DEFEAT!

UNDER THE SEA IT
STANDS--THE HIDDEN
HEADQUARTERS OF THE
MASTER PLANNER, WHOSE
BAND OF STRANGELY-
GARBED CRIMINALS WE
MET LAST ISH! LET'S
LISTEN IN...

AM I ALWAYS TO BE
PLAGUED BY THAT
SNIVELLING SPIDER-MAN?!!
IF NOT FOR HIS ACCURSED
INTERFERENCE*, I WOULD
NOW POSSESS THE RADIO-
ACTIVE MATERIAL I SO
DESPERATELY NEED!

BUT, HE'LL NEVER
RUIN MY PLANS
AGAIN! HIS NEXT
ATTEMPT WILL
BE HIS LAST!

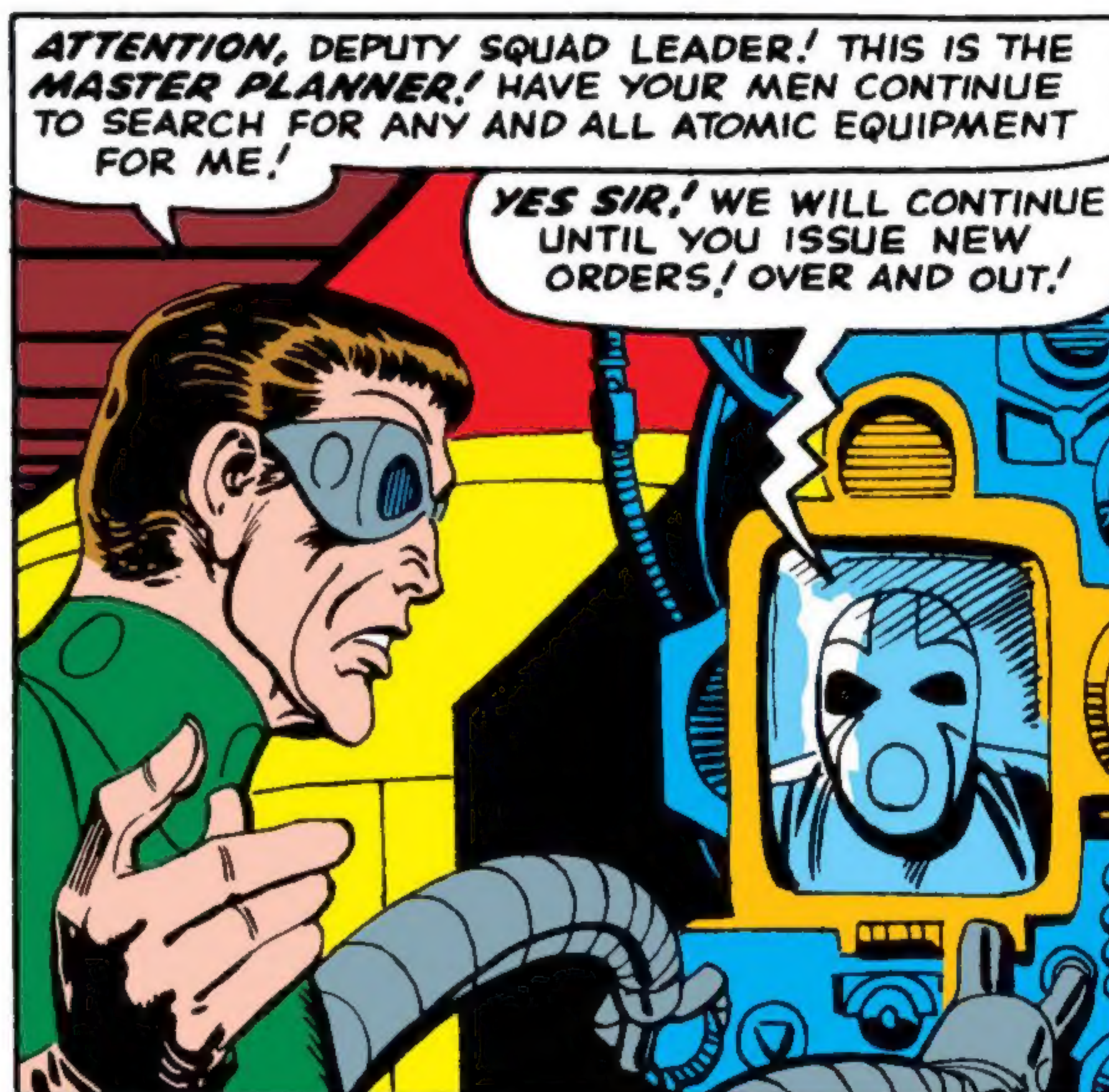
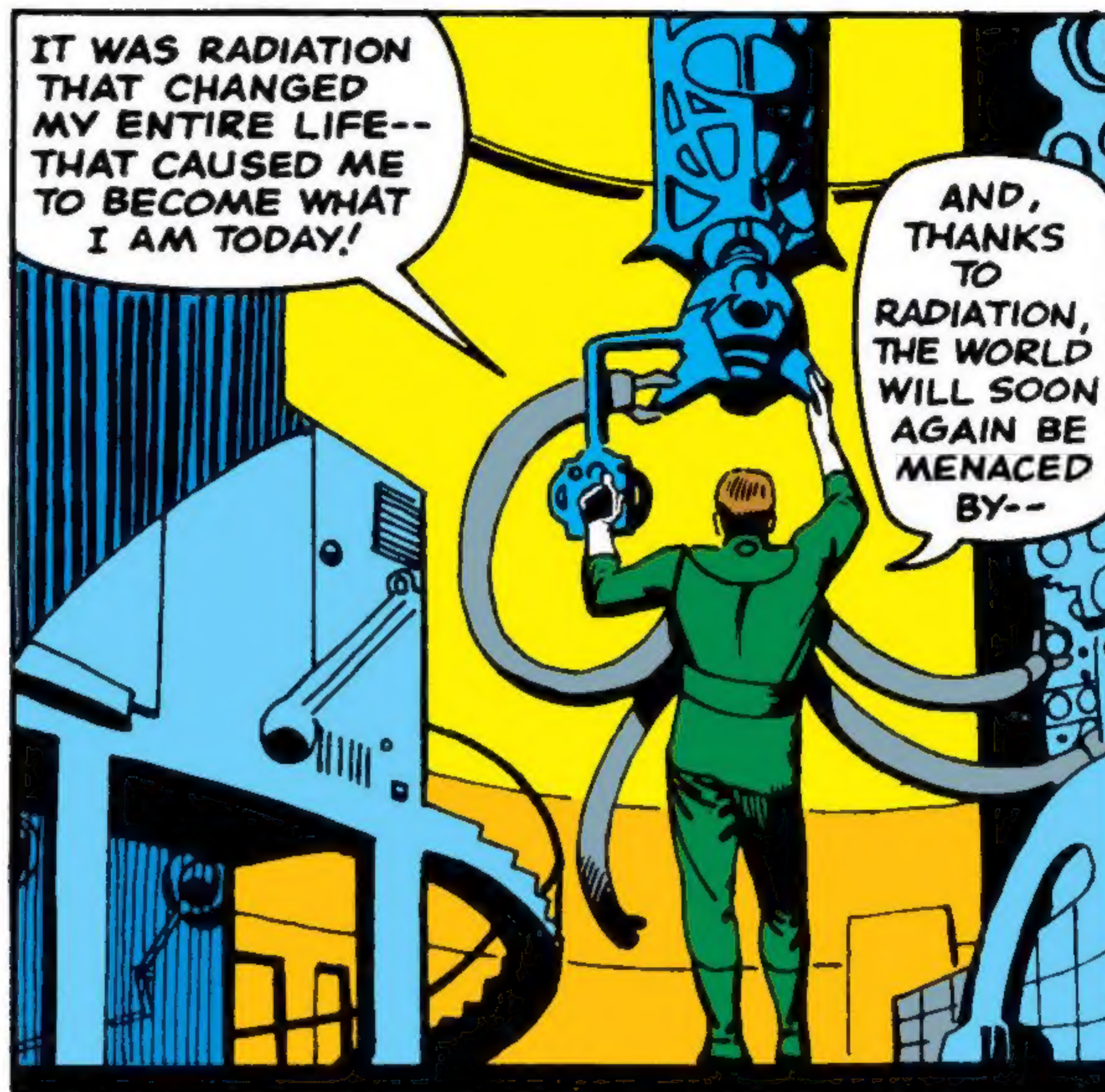
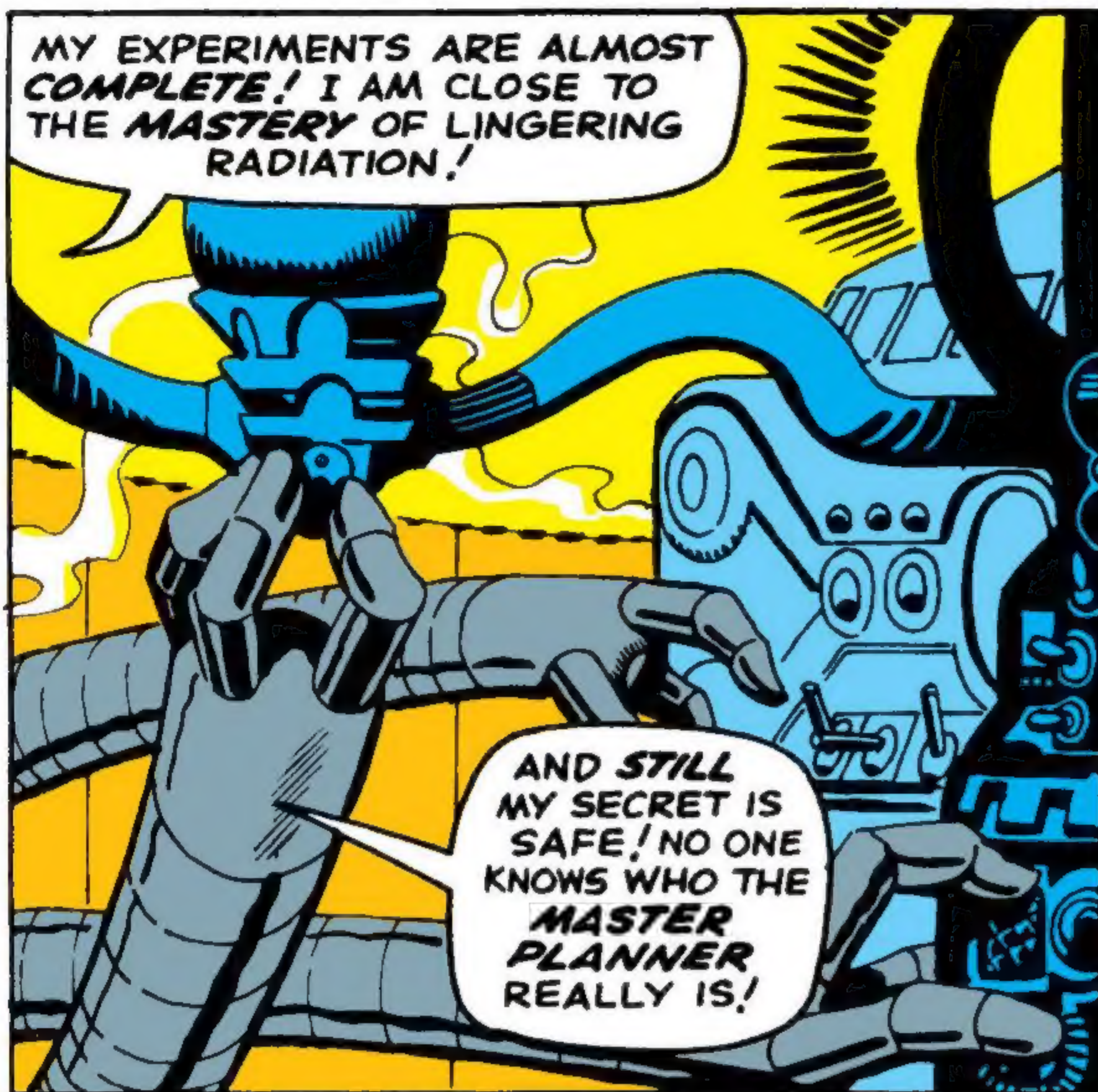
* SHOWN, IN ALL ITS
GLORY, LAST ISH!
REMEMBER?-- STAN.

"MAN ON A
RAMPAGE!"

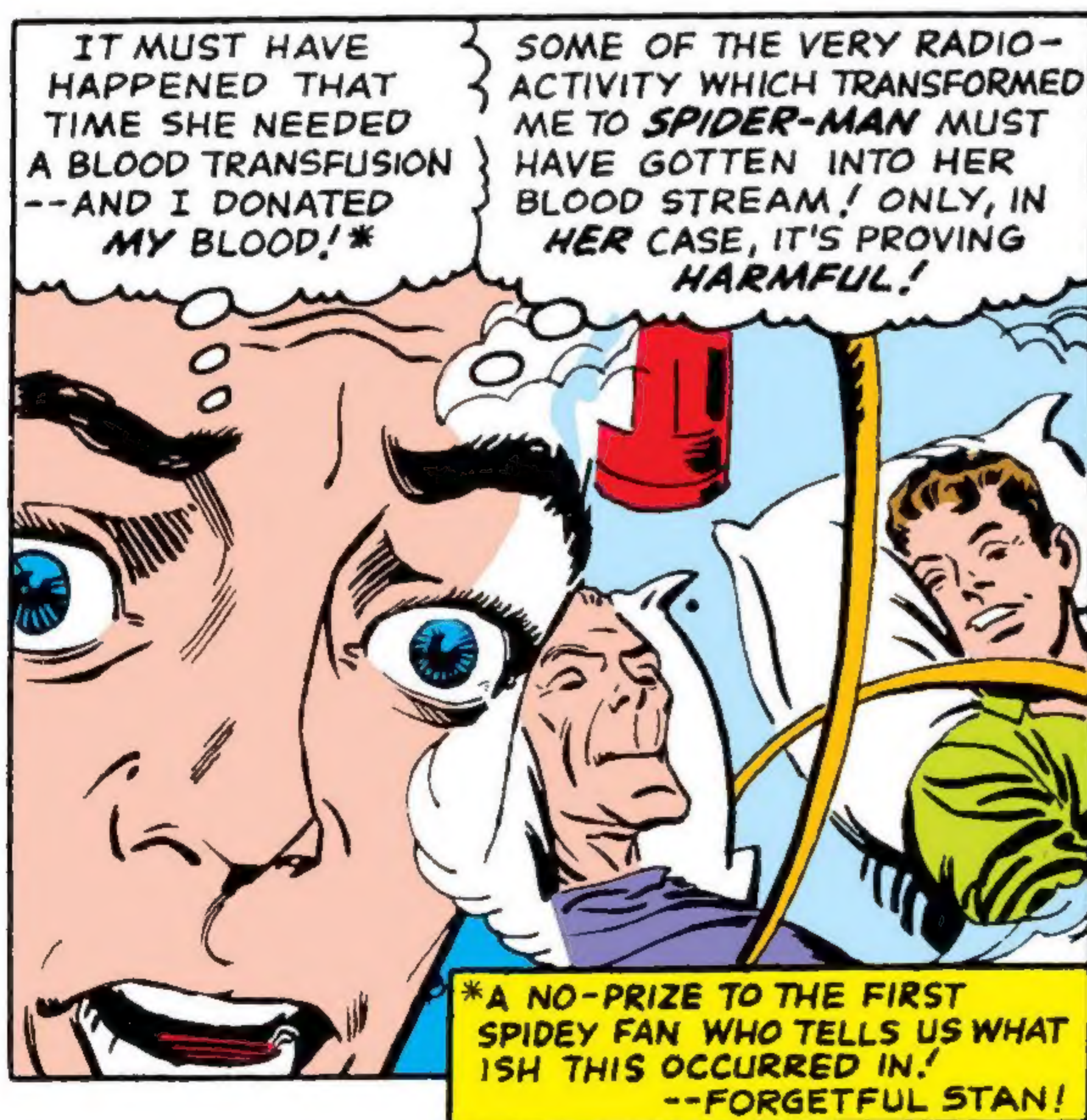
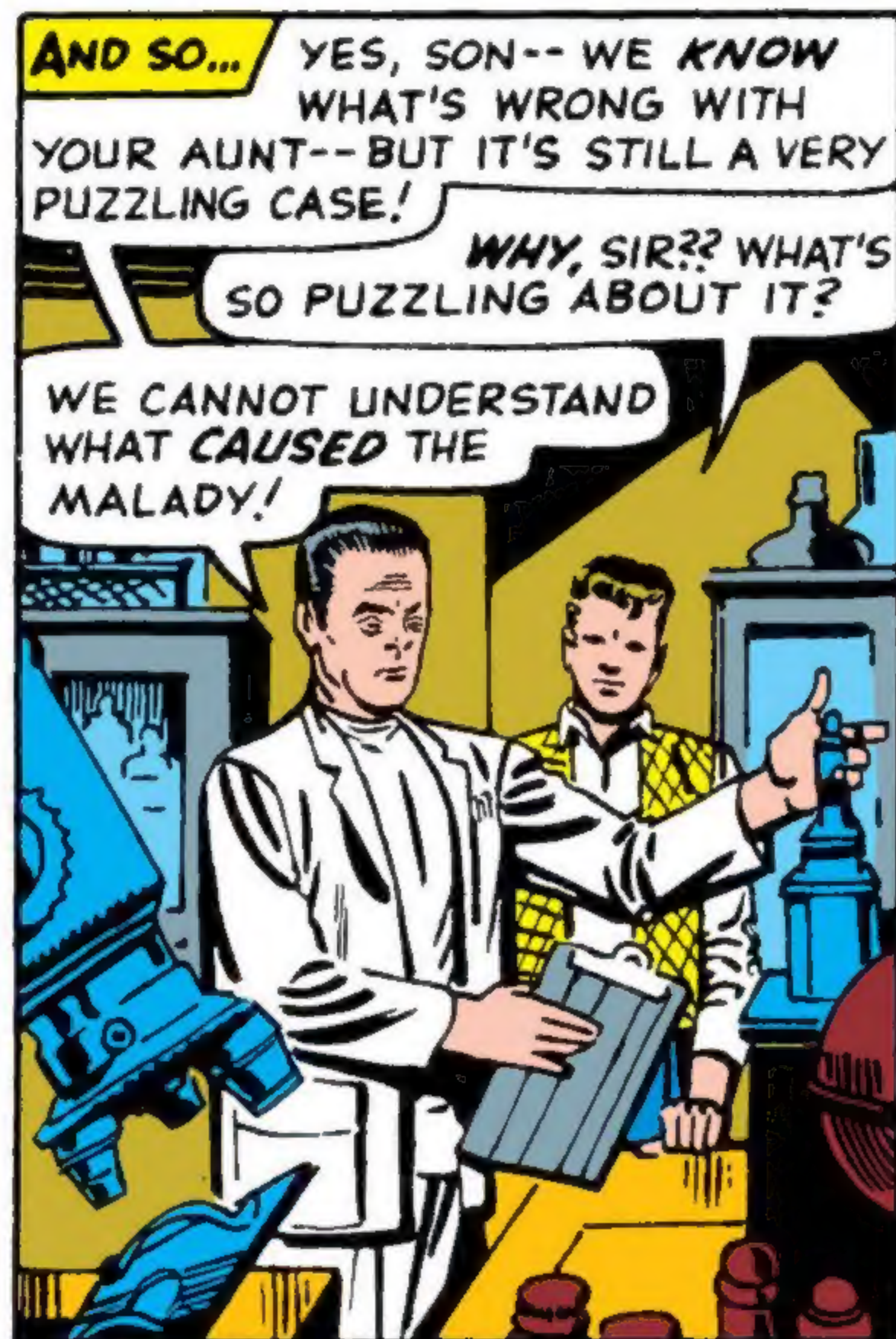
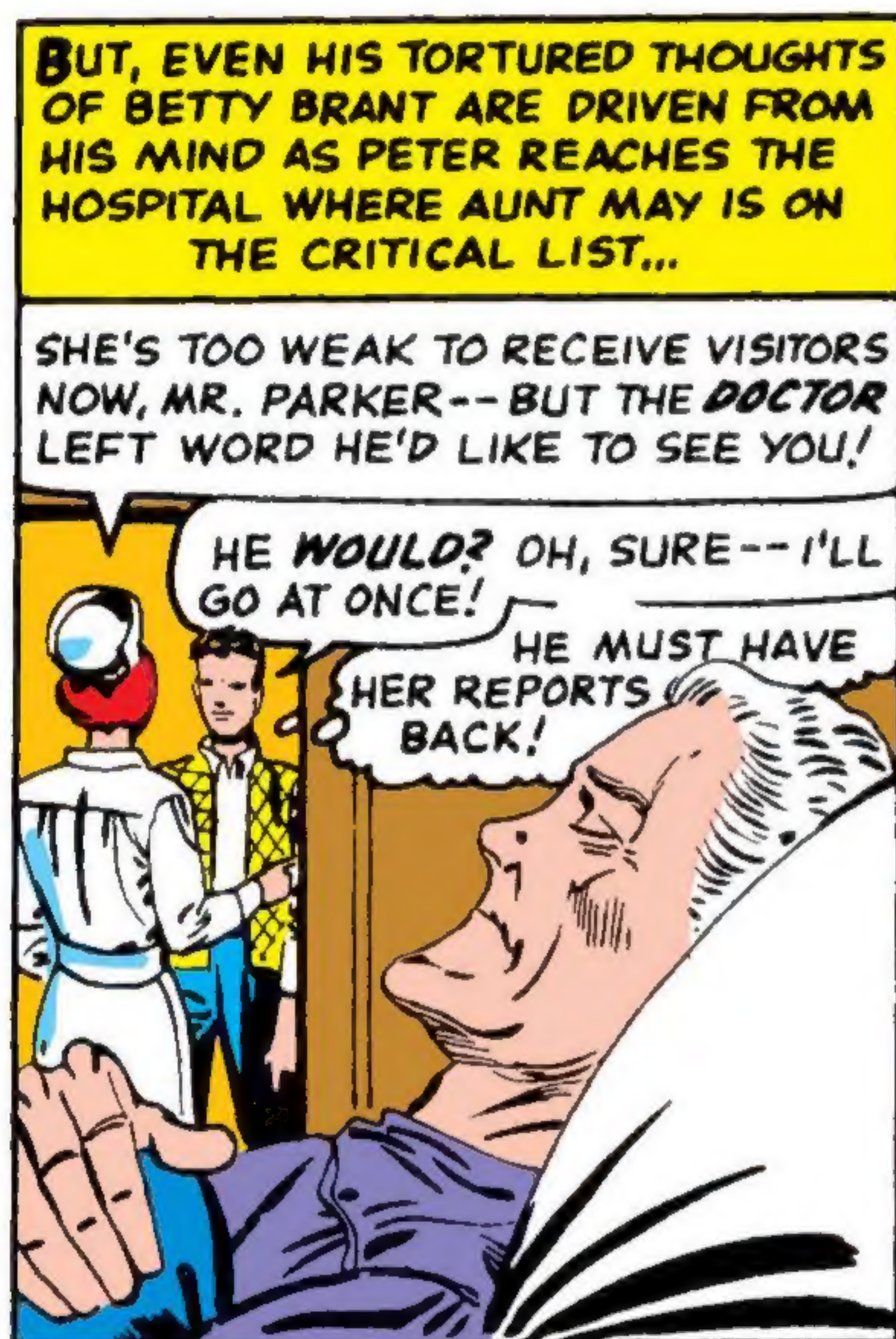
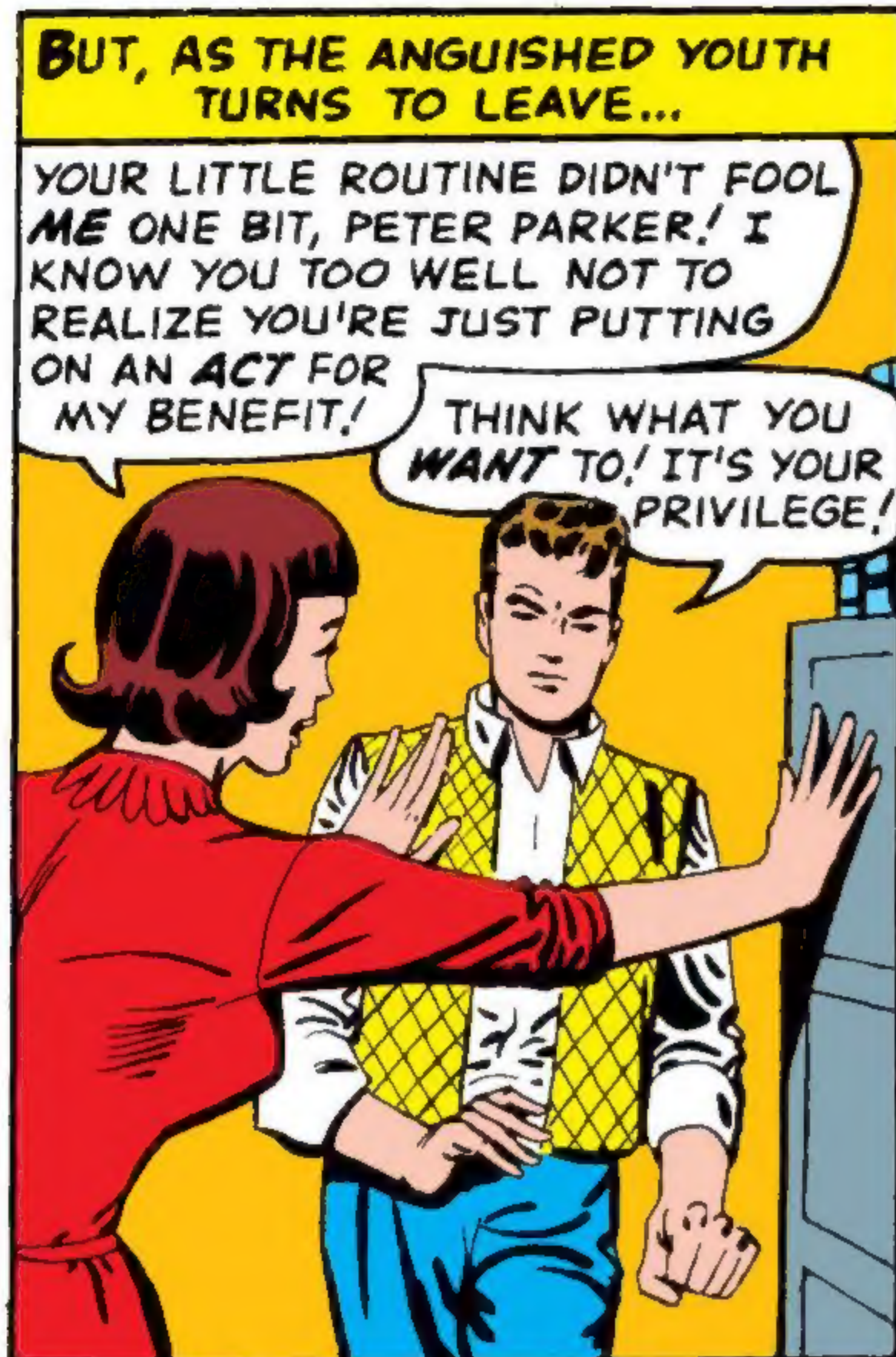
SCRIPT & EDITING BY:
STAN LEE

PLOT & ILLUSTRATION BY:
STEVE DITKO

LETTERING & KIBITZING BY:
ARTIE SIMEK







ALL THE WAY HOME, THE HEAVY-HEARTED TEENAGER FIGHTS TO KEEP CONTROL -- BUT WHEN THE DOOR SHUTS BEHIND HIM AT LAST...

I'VE ALWAYS FELT I WAS PARTLY RESPONSIBLE FOR THE DEATH OF UNCLE BEN, BECAUSE HE WAS

KILLED BY A CRIMINAL WHOM I DIDN'T CATCH!

AND NOW--
AUNT MAY!

THE TWO PEOPLE I'VE LOVED MOST IN THE WORLD -- WHO WERE LIKE MY OWN FATHER AND MOTHER TO ME --!

YET, THEIR LOVE FOR ME -- THEIR KINDNESS TO ME -- HAS BROUGHT THEM NOTHING BUT -- **TRAGEDY!**

BUT IT CAN'T HAPPEN AGAIN! IT MUSTN'T! IT MUSTN'T!

NOT TO AUNT MAY!! SHE'S BEEN TOO GOOD -- TOO KIND --! I CAN'T PAY HER BACK -- LIKE THIS!!

THERE *MUST* BE SOME WAY TO SAVE HER! THERE *MUST* BE! AND, I'LL FIND IT! SOMEWHERE SOMEHOW -- I'LL FIND IT!

NO MATTER WHAT THE COST -- I'LL SAVE HER!

THERE'S ONE MAN WHO MIGHT HELP! DR. CONNORS! HE'S A SPECIALIST IN THIS FIELD!

IF ONLY I CAN REACH HIM! THE LAST I REMEMBER, HE WAS STILL IN FLORIDA!*

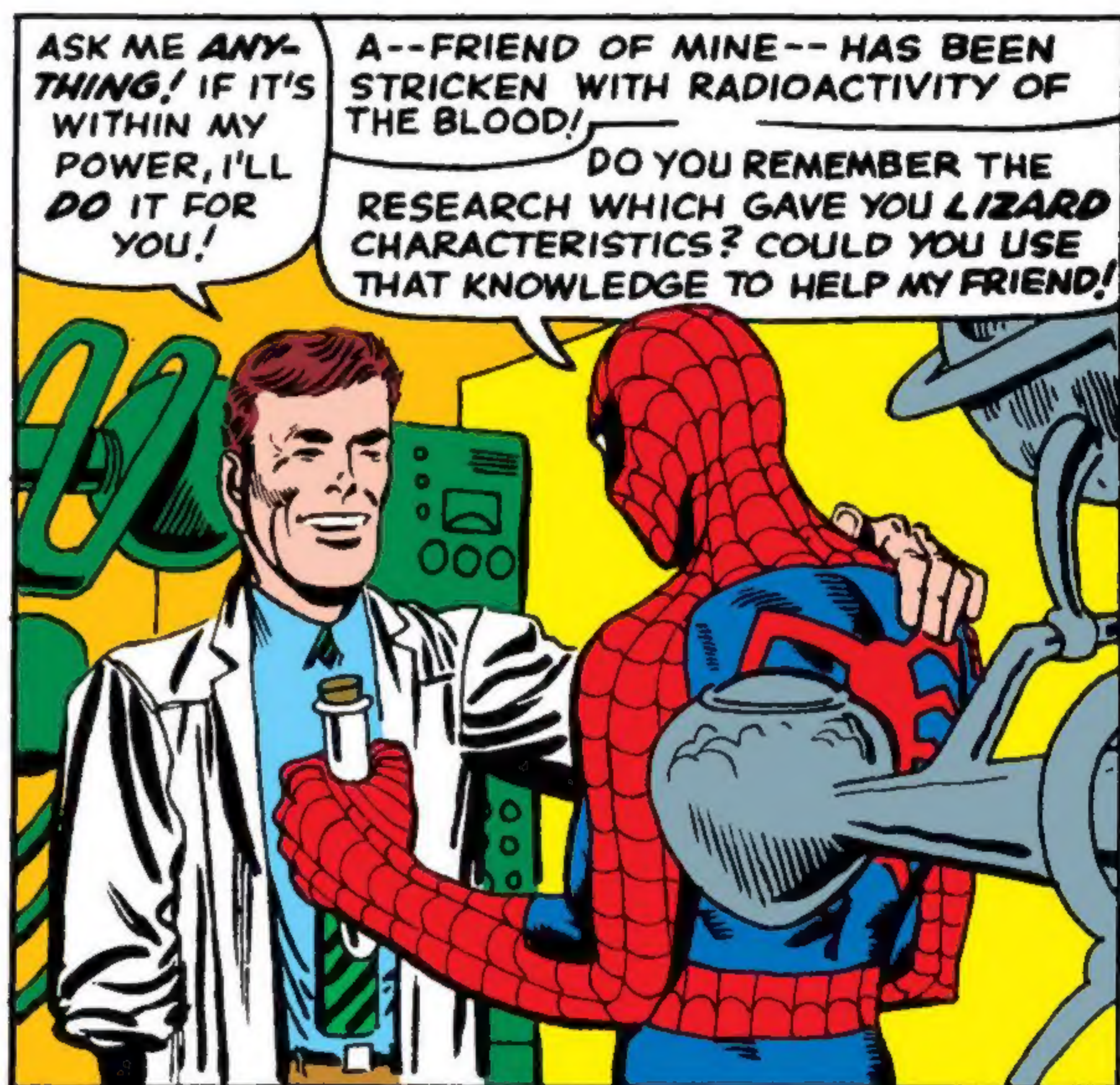
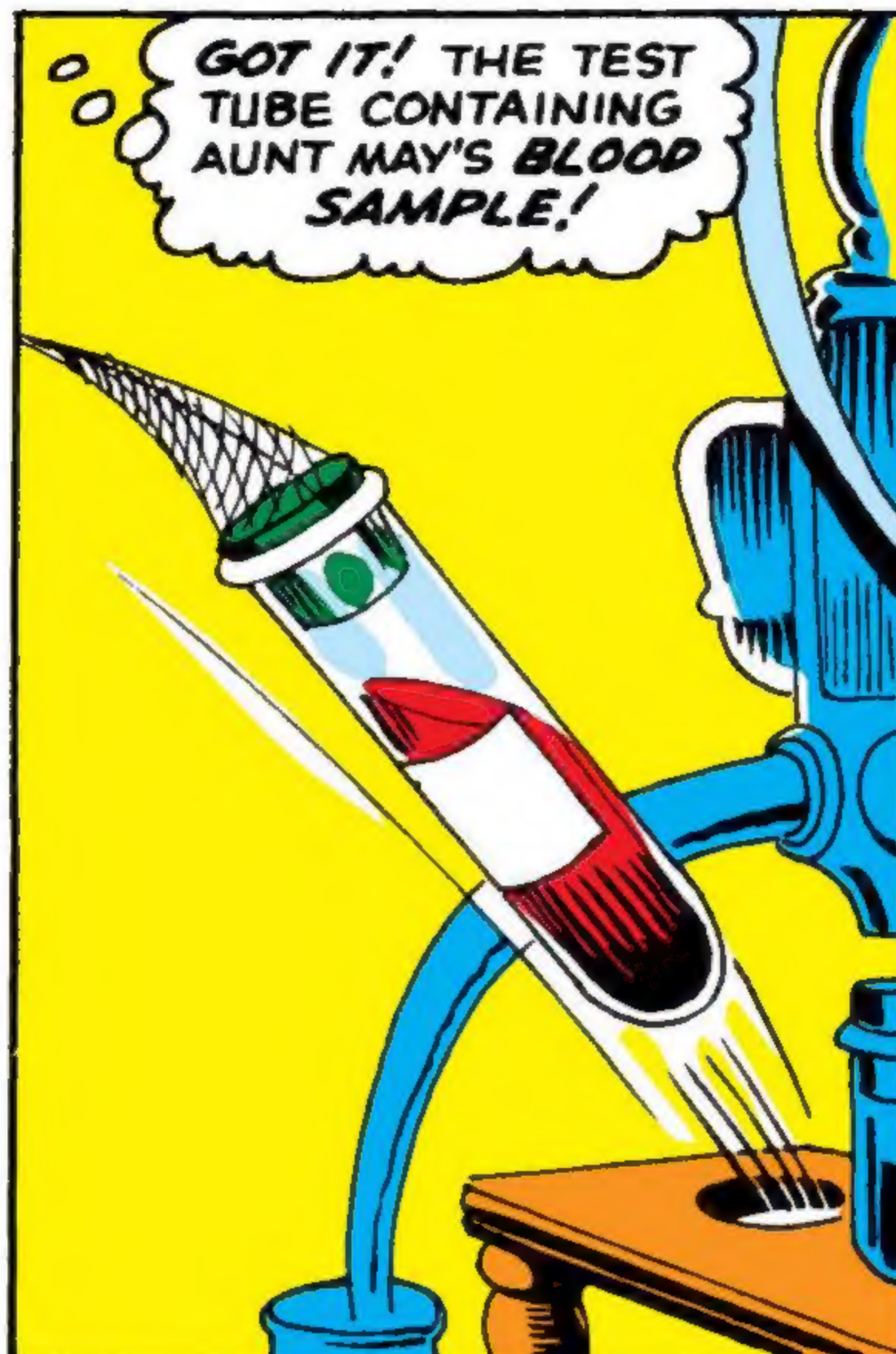
*HE WAS ALSO KNOWN AS -- THE LIZARD! IN SPIDER-MAN #6, RIGHT? -- STAN.

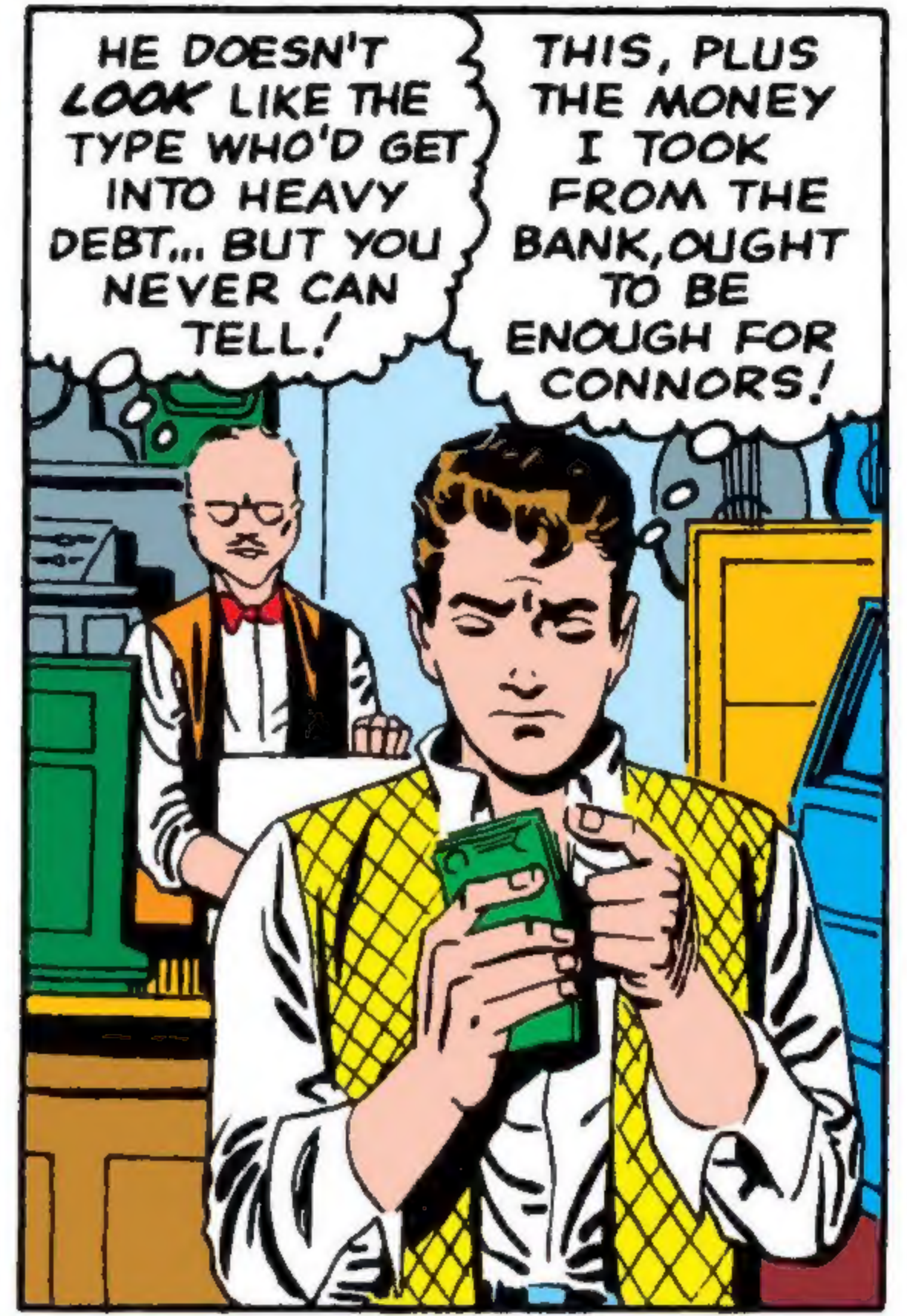
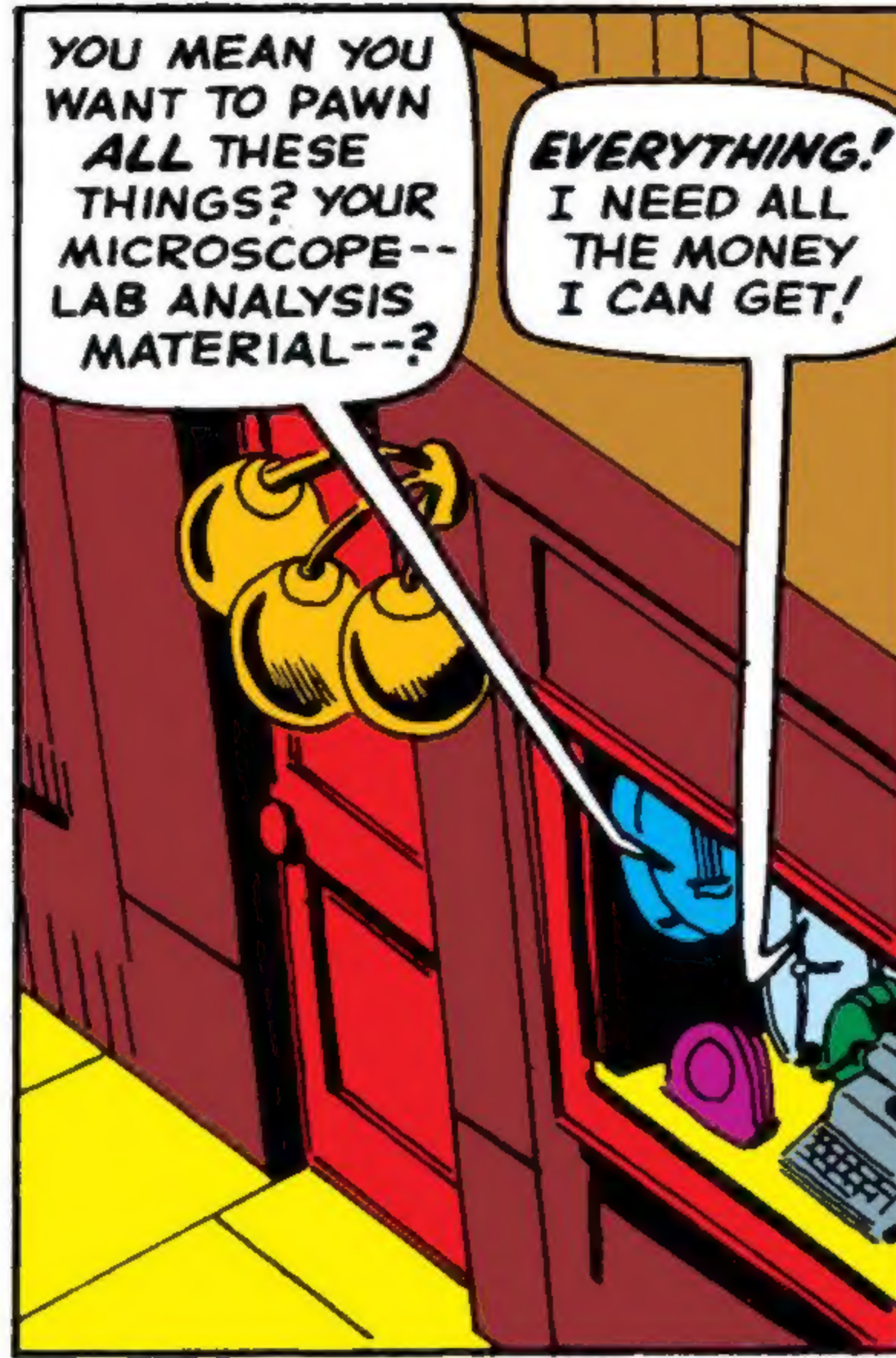
PHONE CALL FOLLOWS PHONE CALL IN A FRANTIC, FRENZIED SERIES, UNTIL...

WHAT'S THAT? HE MOVED! BUT, YOU HAVE A FORWARDING ADDRESS --!

WHAT IS IT? EVERY MINUTE COUNTS!

IN NEW YORK!! WHERE --??!





MEANWHILE, AT THE HIDDEN HEAD-QUARTERS OF DR. OCTOPUS, ALIAS THE MASTER PLANNER...

GOOD NEWS! WE JUST LEARNED OF A SHIPMENT OF /SO-36 ARRIVING FROM THE WEST COAST!

IT'S JUST THE THING I NEED TO CARRY OUT MY RESEARCH! WHAT A STROKE OF LUCK!



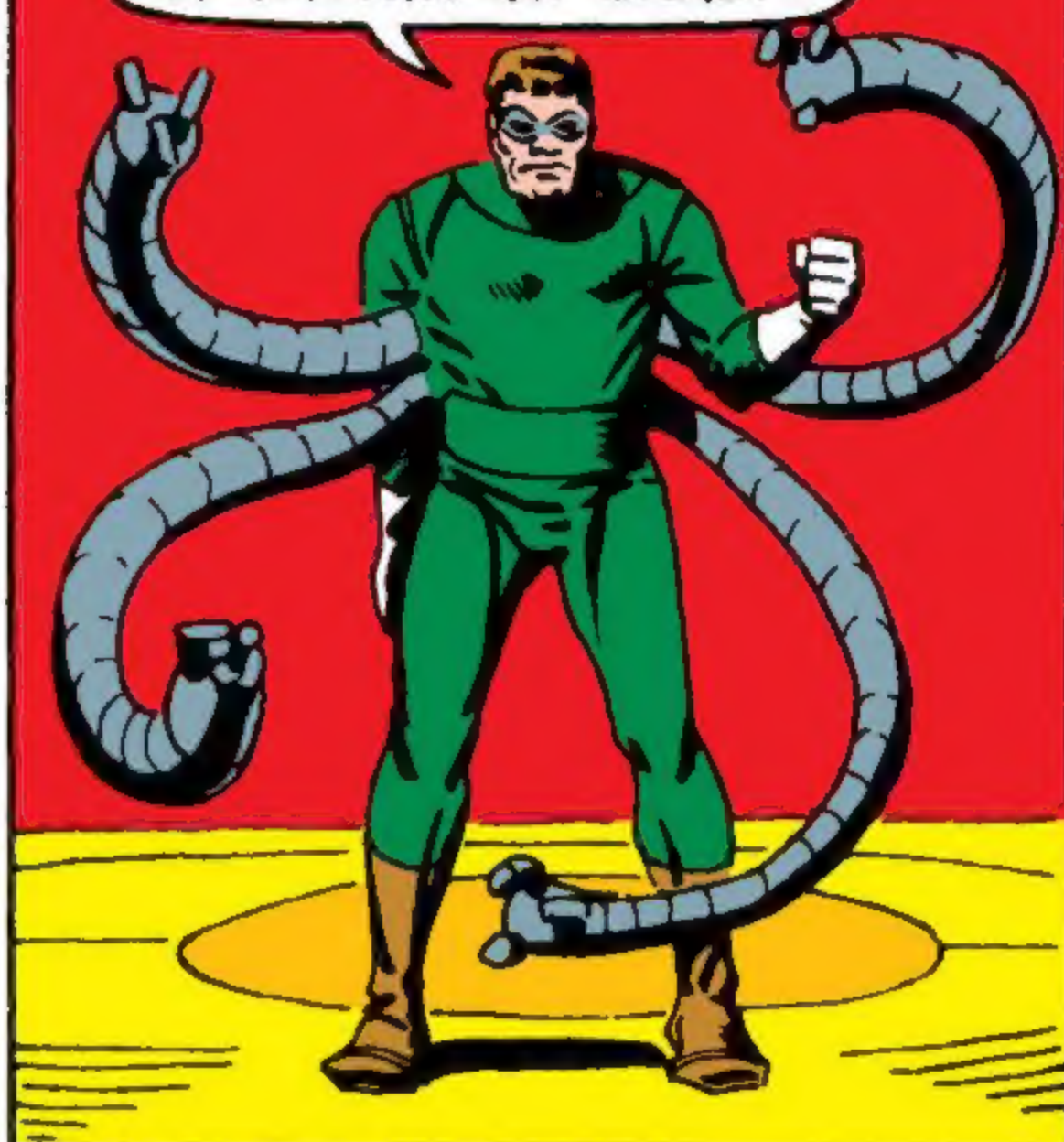
USE EVERY AVAILABLE MAN! DON'T LET ANY-THING STOP YOU! I MUST HAVE THAT SERUM!

EVERYTHING IS ARRANGED! WE WILL NOT FAIL!



I HEARD OF /SO-36 SOME MONTHS AGO, WHEN IT WAS MERELY IN THE DEVELOPMENT STAGE! IT COULD BE THE ONE VITAL KEY TO MY EXPERIMENTS!

AND FATE IS PLACING IT WITHIN MY GRASP!



LATER THAT DAY, AFTER THE LANDING OF A CROSS-COUNTRY JET...

DR. CONNORS MUST WANT THIS SERUM PRETTY BAD TO PAY SUCH A HIGH PREMIUM PRICE FOR ITS DELIVERY!



THOX!

WE'LL TAKE THAT!

GOOD WORK! I GOT IT!



NOW, LET'S GET OUT OF HERE-- WHILE WE CAN!



NO! NO! COME BACK! YOU MUSTN'T--!

SECONDS LATER, AT THE LABORATORY OF DOCTOR CONNORS...

WHAT'S THAT?! THE SERUM-- STOLEN AT THE AIRPORT!!

YOU SAY THE DESCRIPTION FITS THE MASTER PLANNER'S GANG...!

HE GOT THE SERUM??!

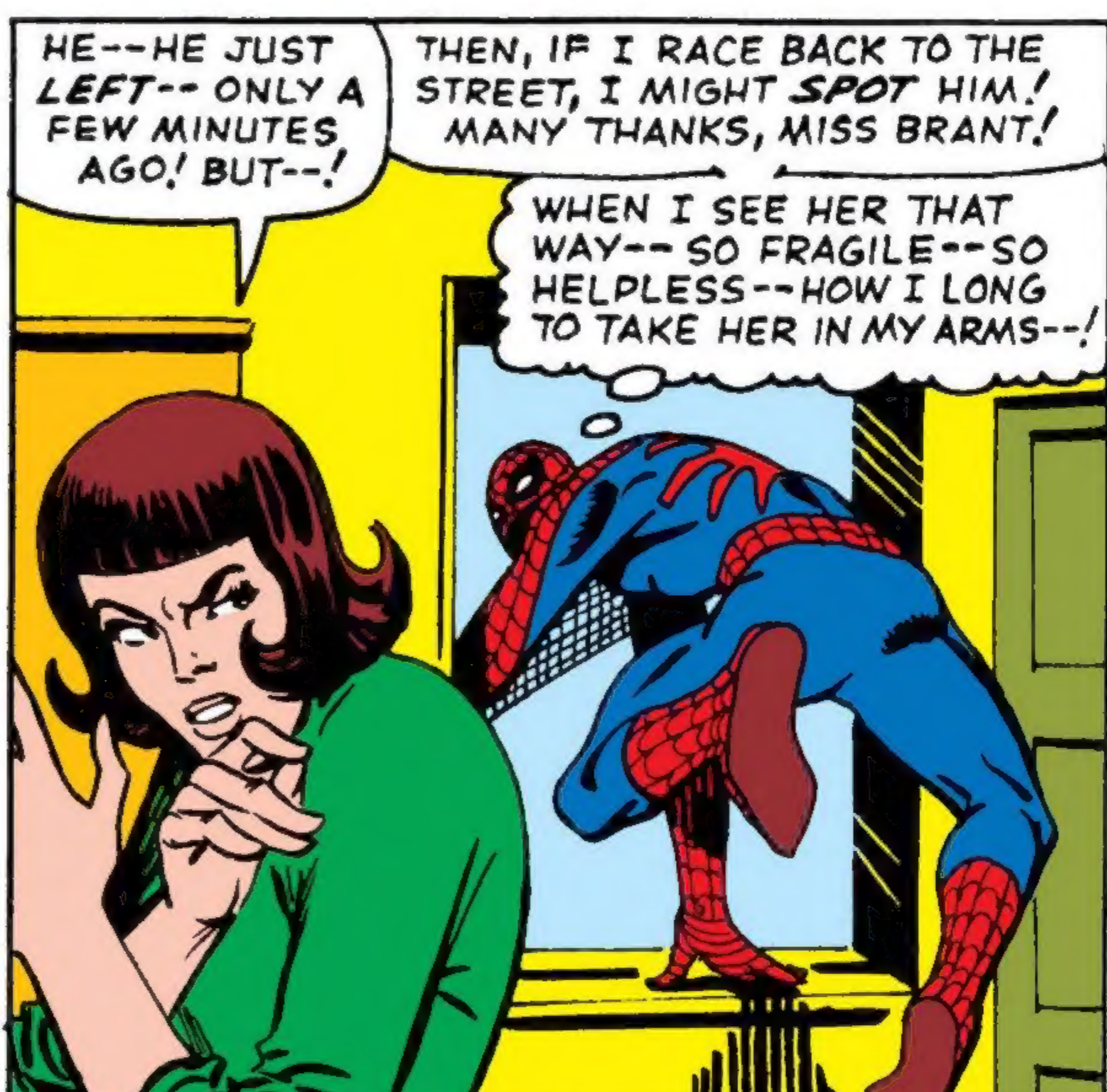


DON'T STOP YOUR PRELIMINARY EXPERIMENTING! I'LL BE BACK-- WITH THE SERUM!

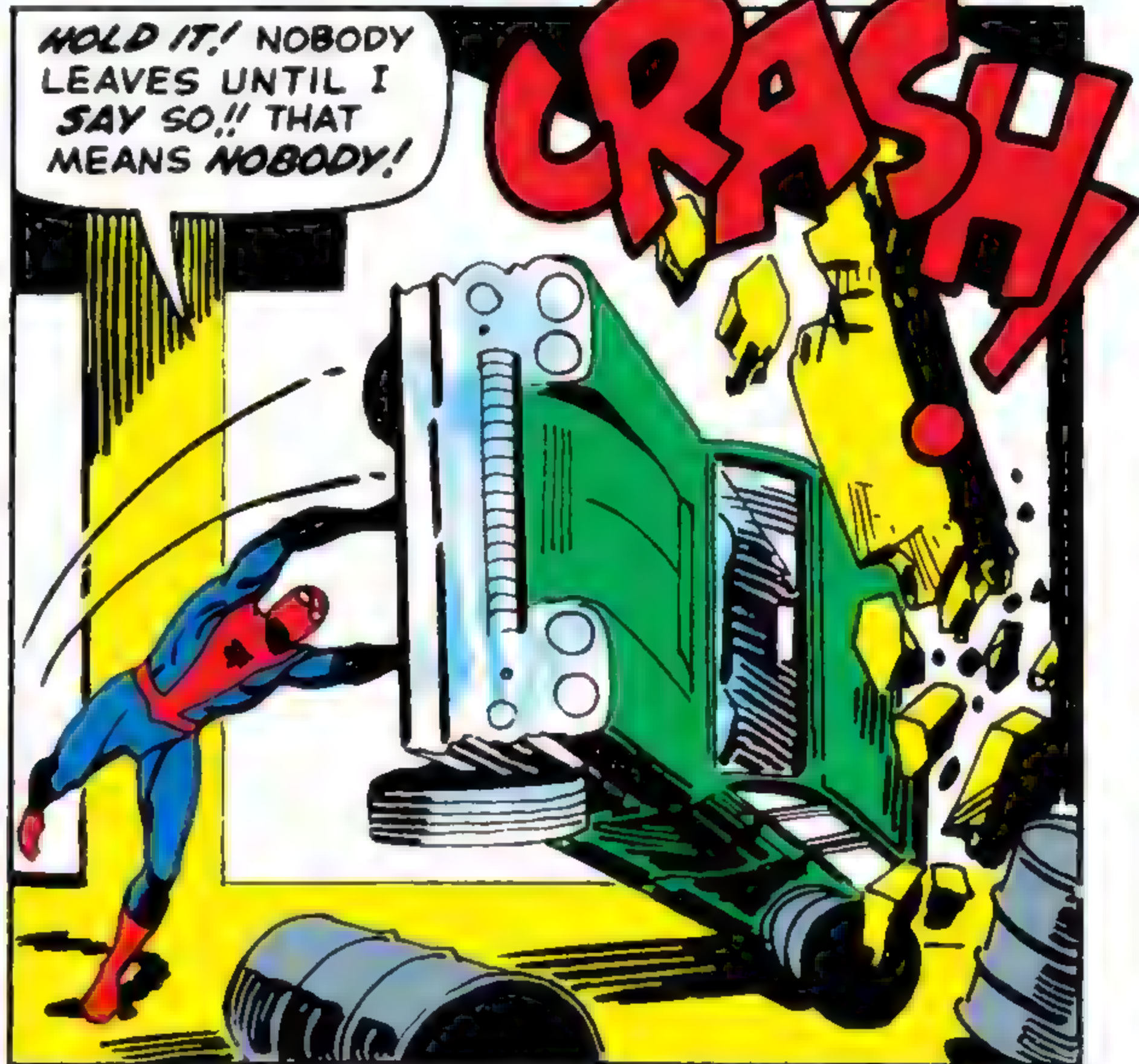
THIS TIME THE MASTER PLANNER HAS GONE TOO FAR! WHEREVER HE IS-- WHOEVER HE IS-- I'LL GET HIM!

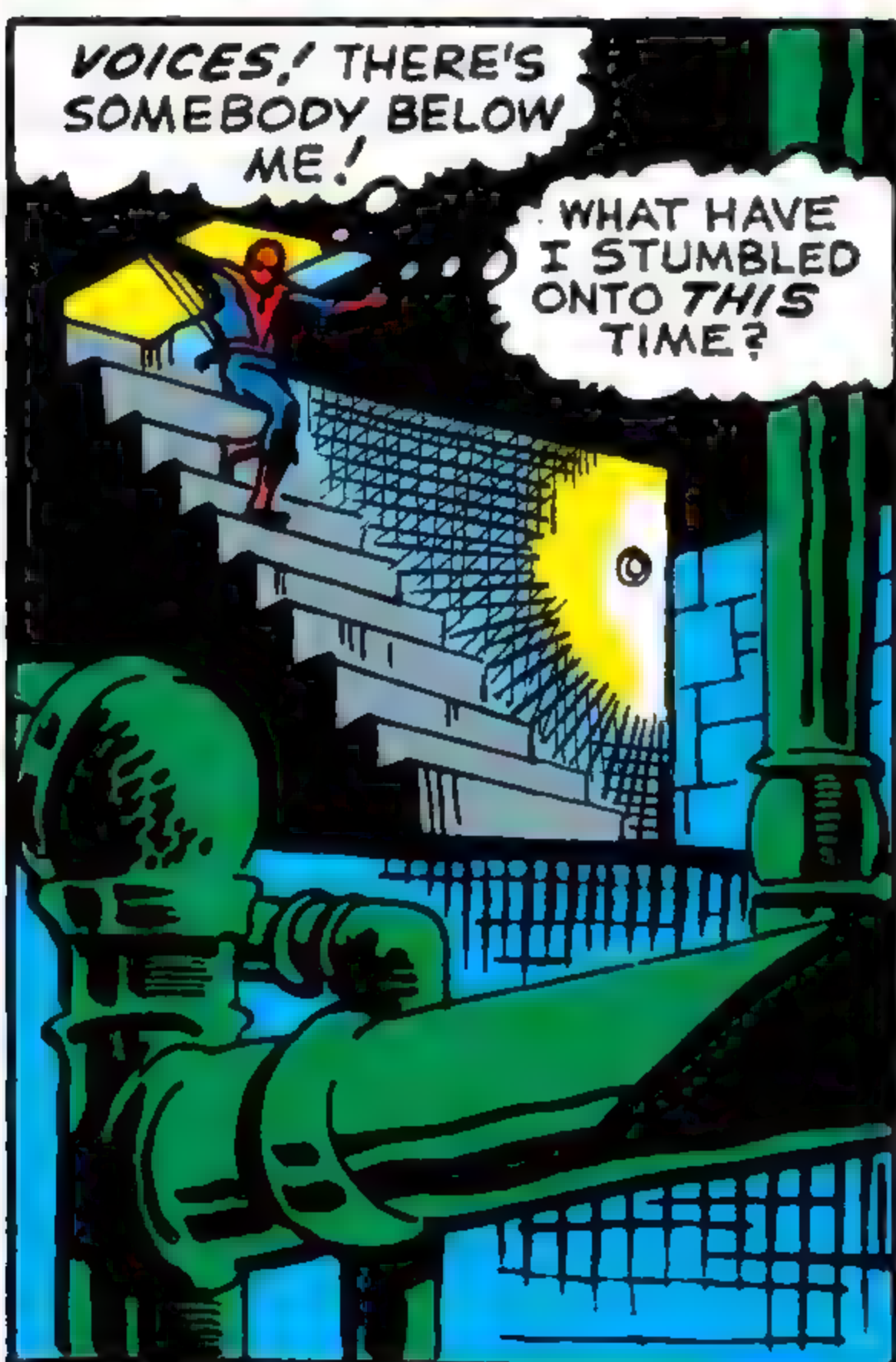
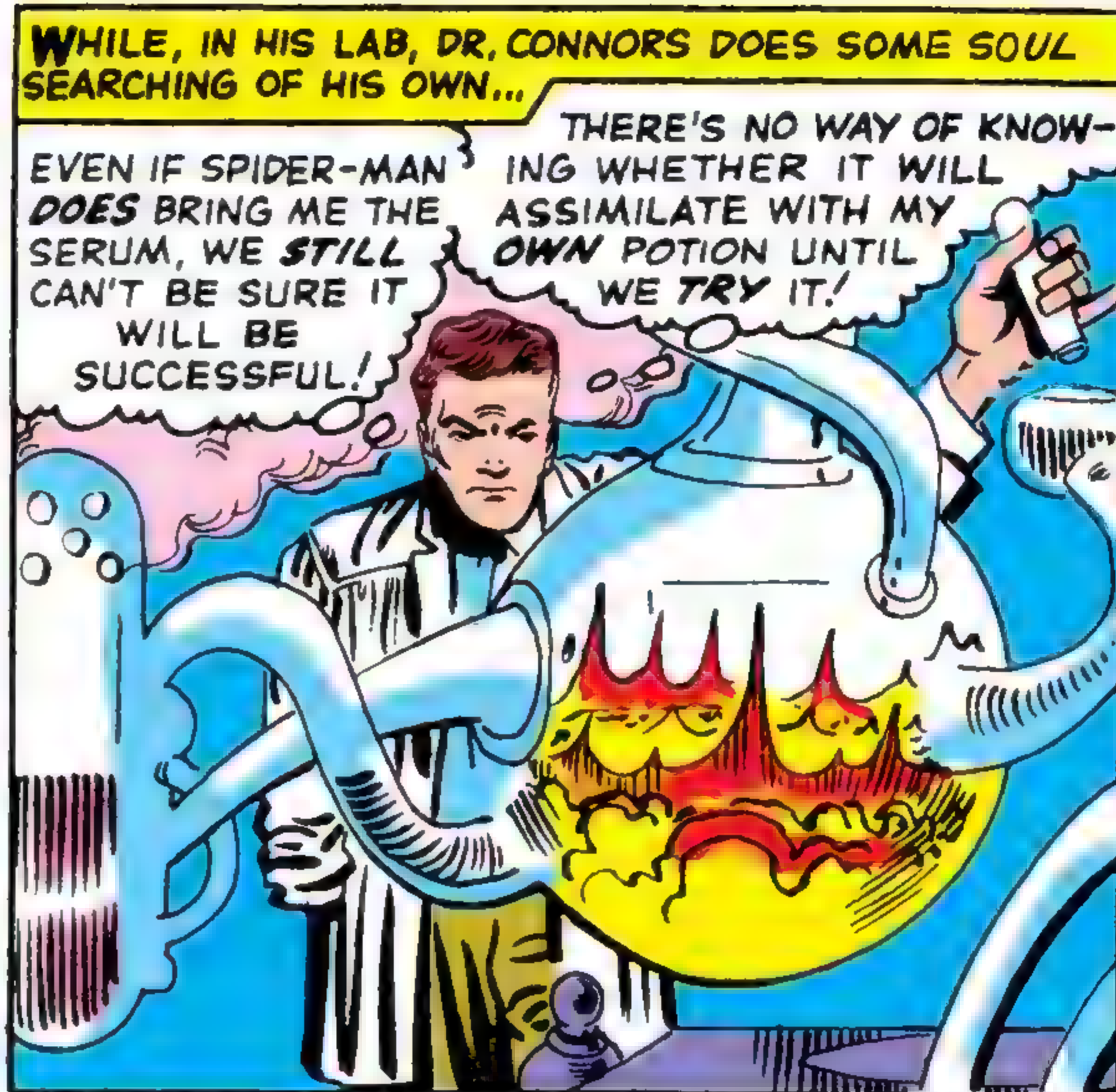
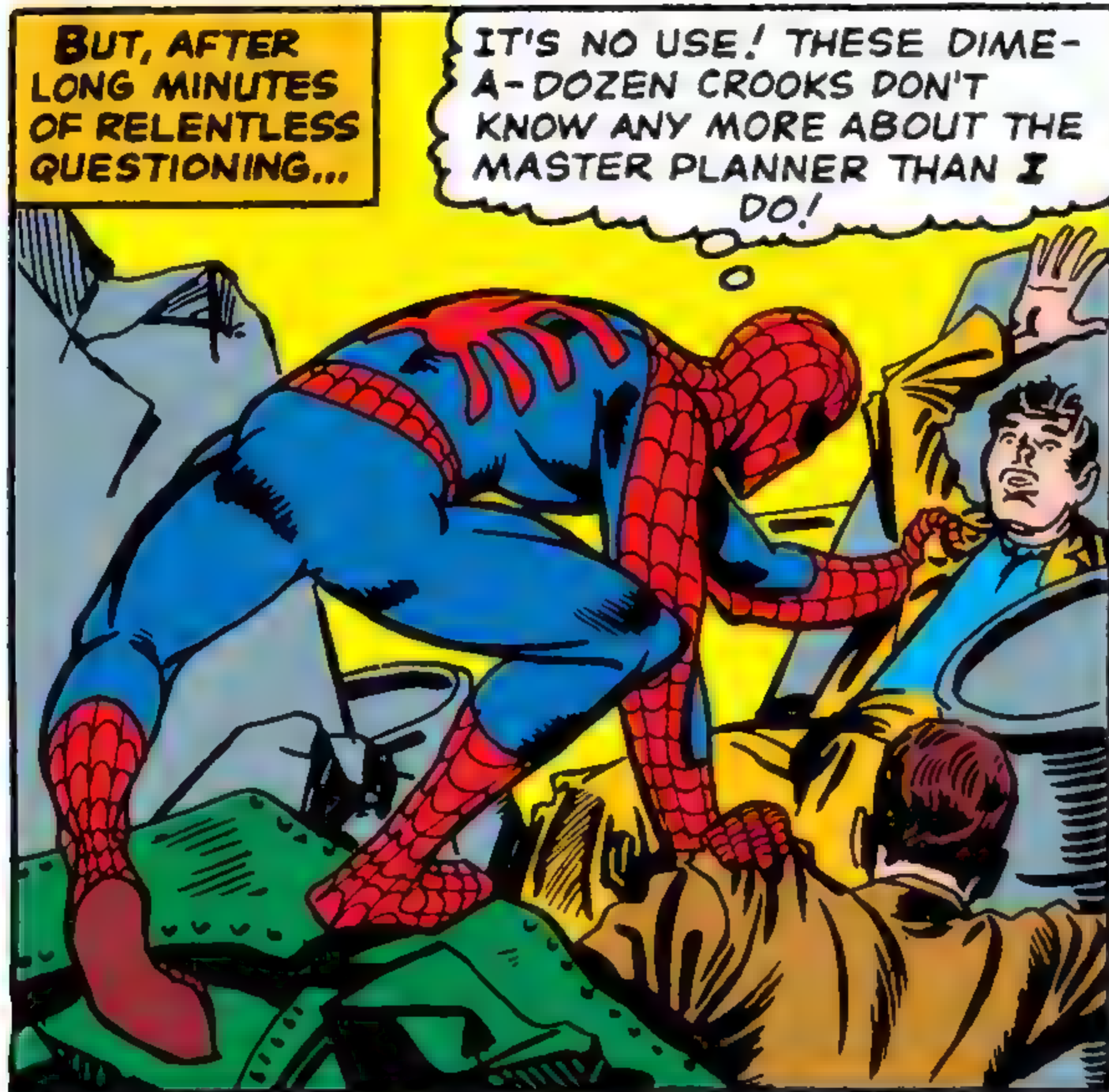
MY MONEY'S ON YOU, MISTER! GOOD LUCK!



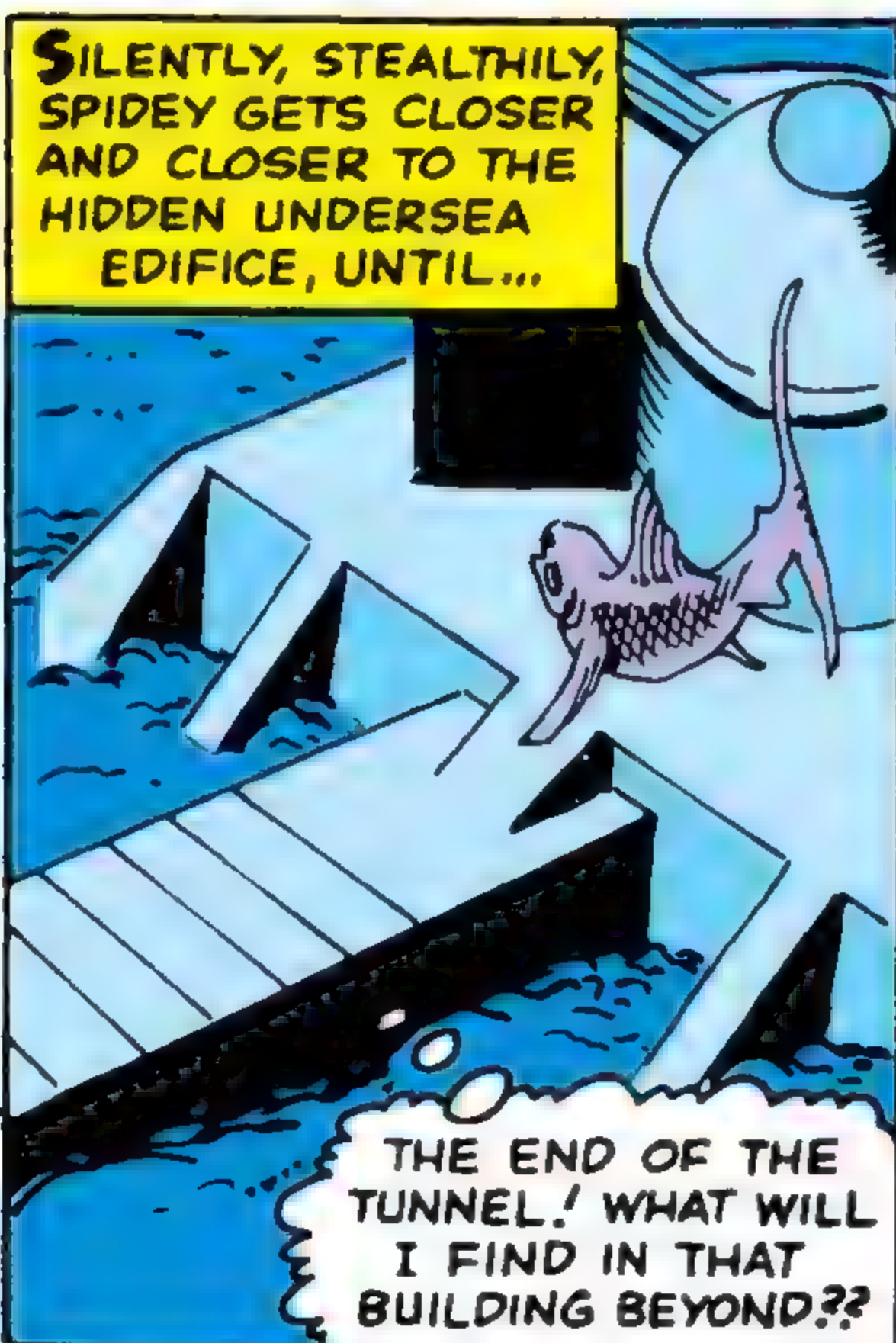
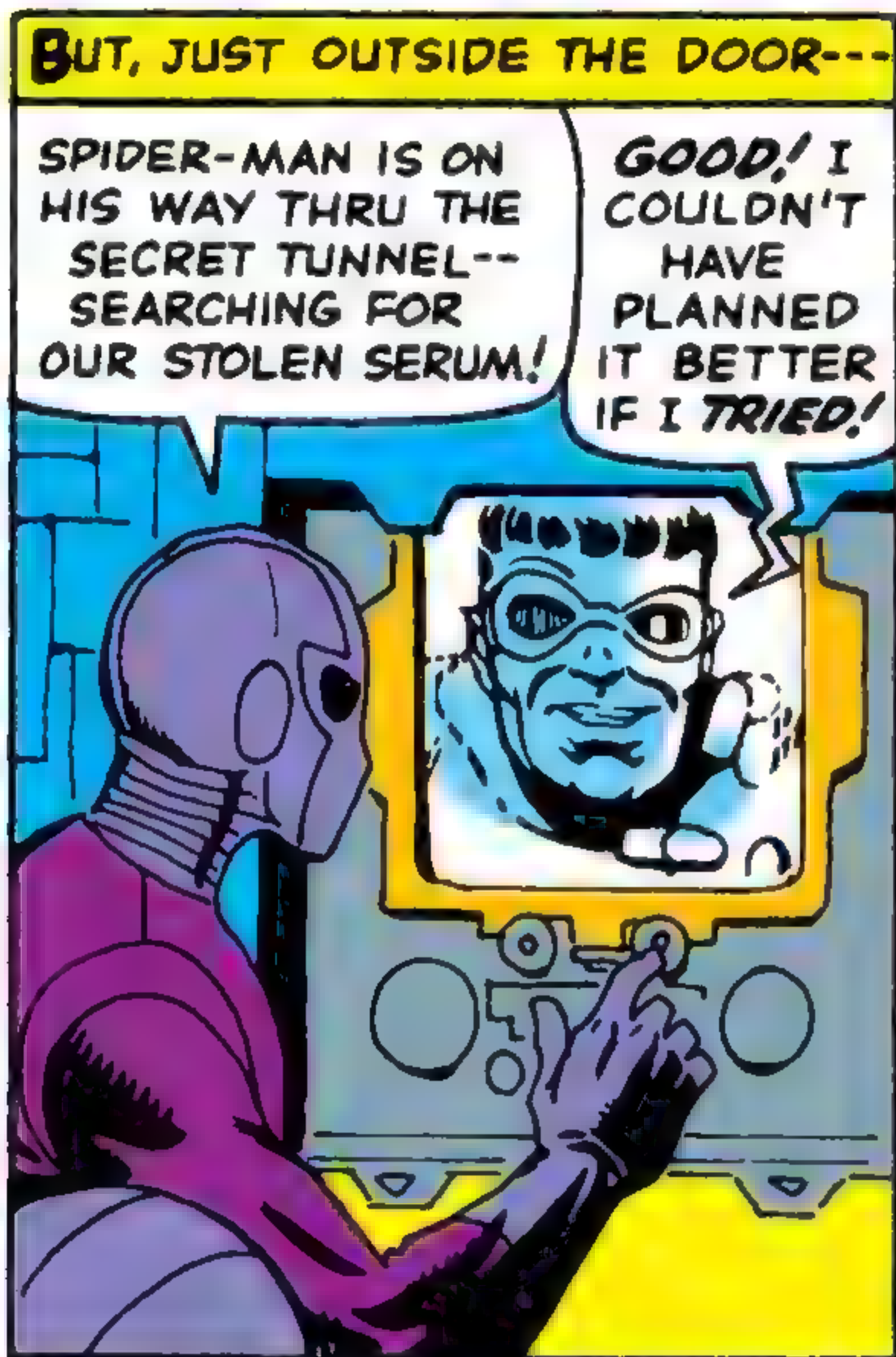


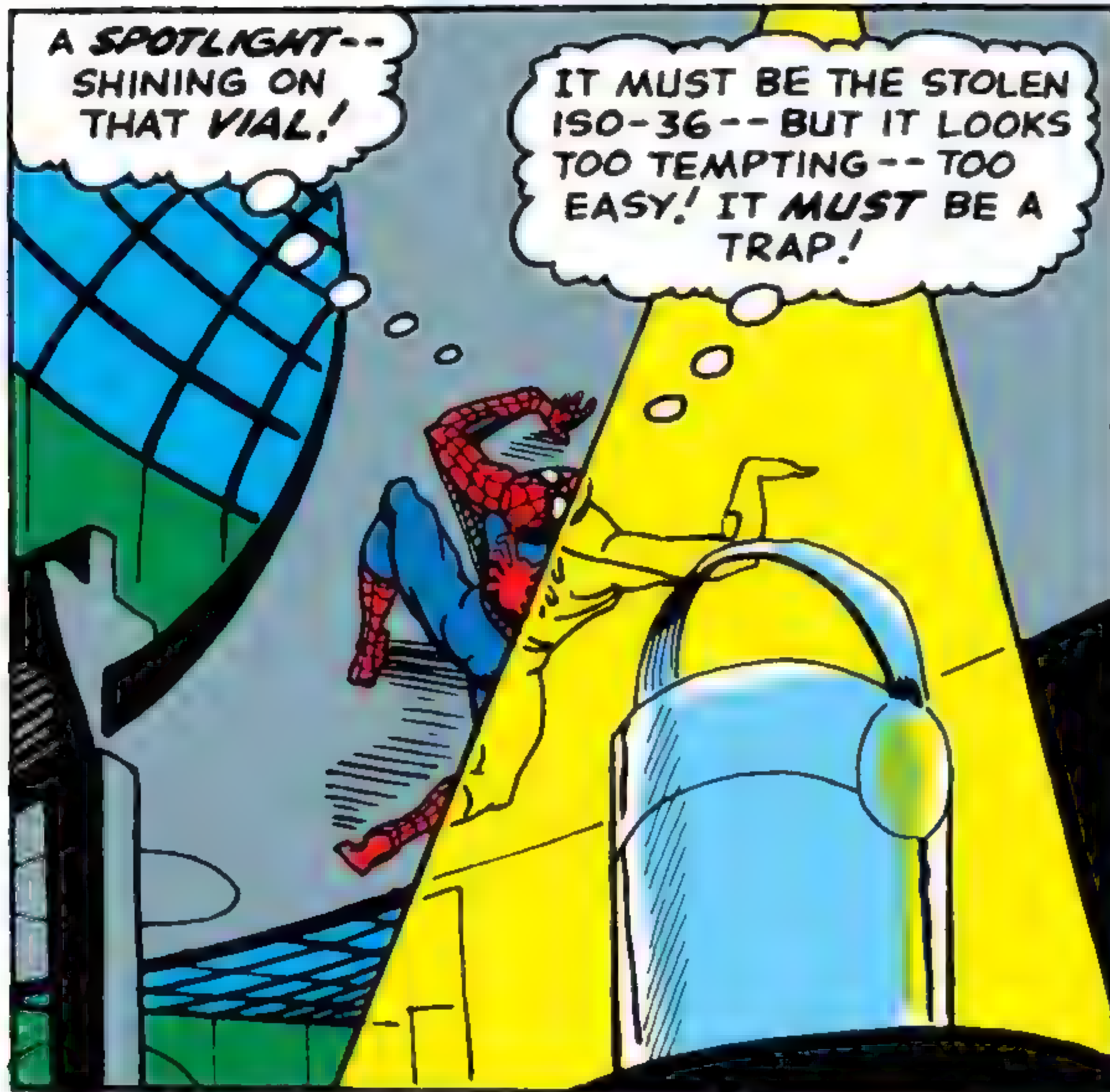






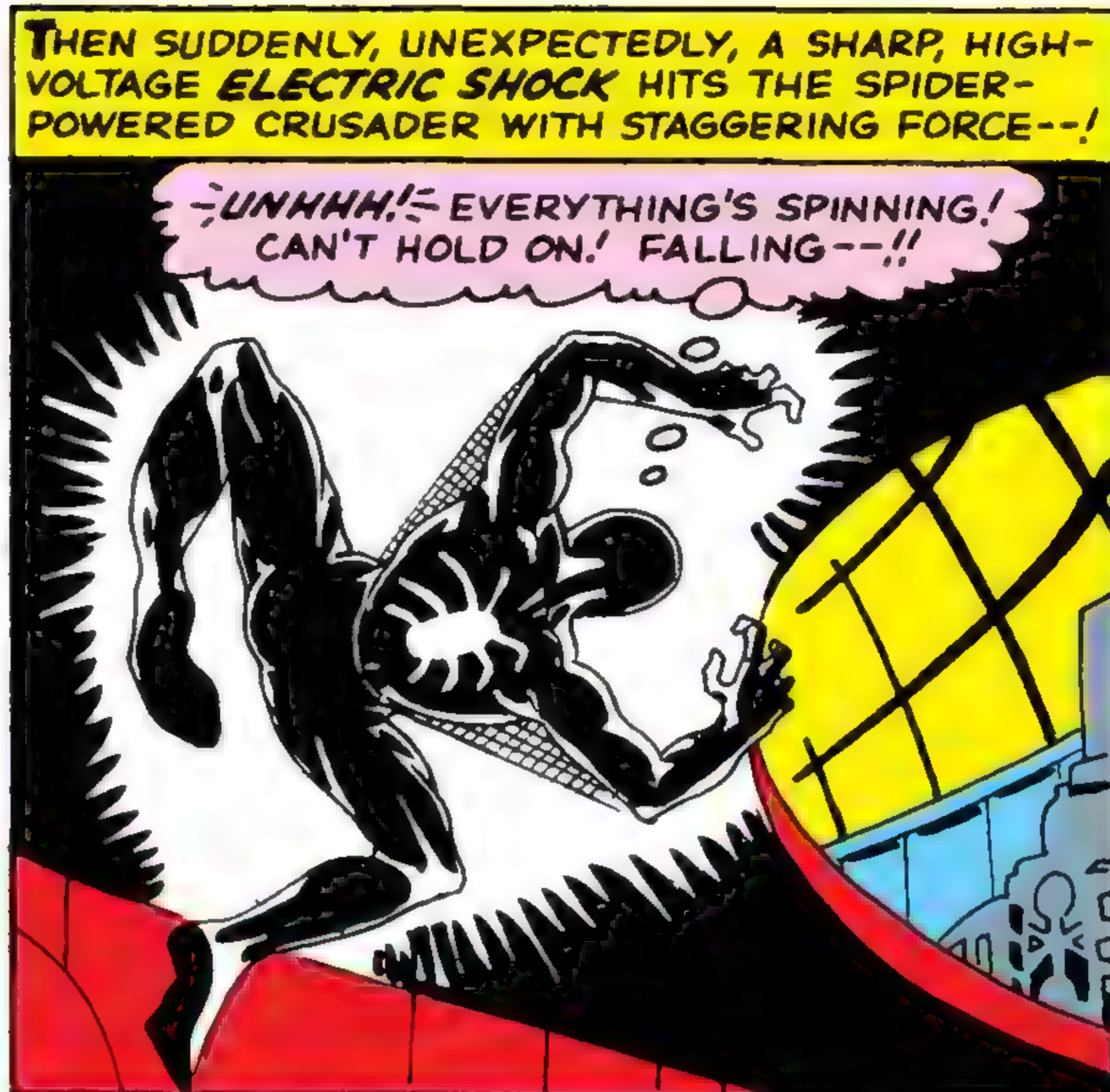






A SPOTLIGHT--
SHINING ON
THAT VIAL!

IT MUST BE THE STOLEN
ISO-36-- BUT IT LOOKS
TOO TEMPTING-- TOO
EASY! IT MUST BE A
TRAP!



THEN SUDDENLY, UNEXPECTEDLY, A SHARP, HIGH-
VOLTAGE **ELECTRIC SHOCK** HITS THE SPIDER-
POWERED CRUSADER WITH STAGGERING FORCE--!

UNHHH!-- EVERYTHING'S SPINNING!
CAN'T HOLD ON! FALLING--!!



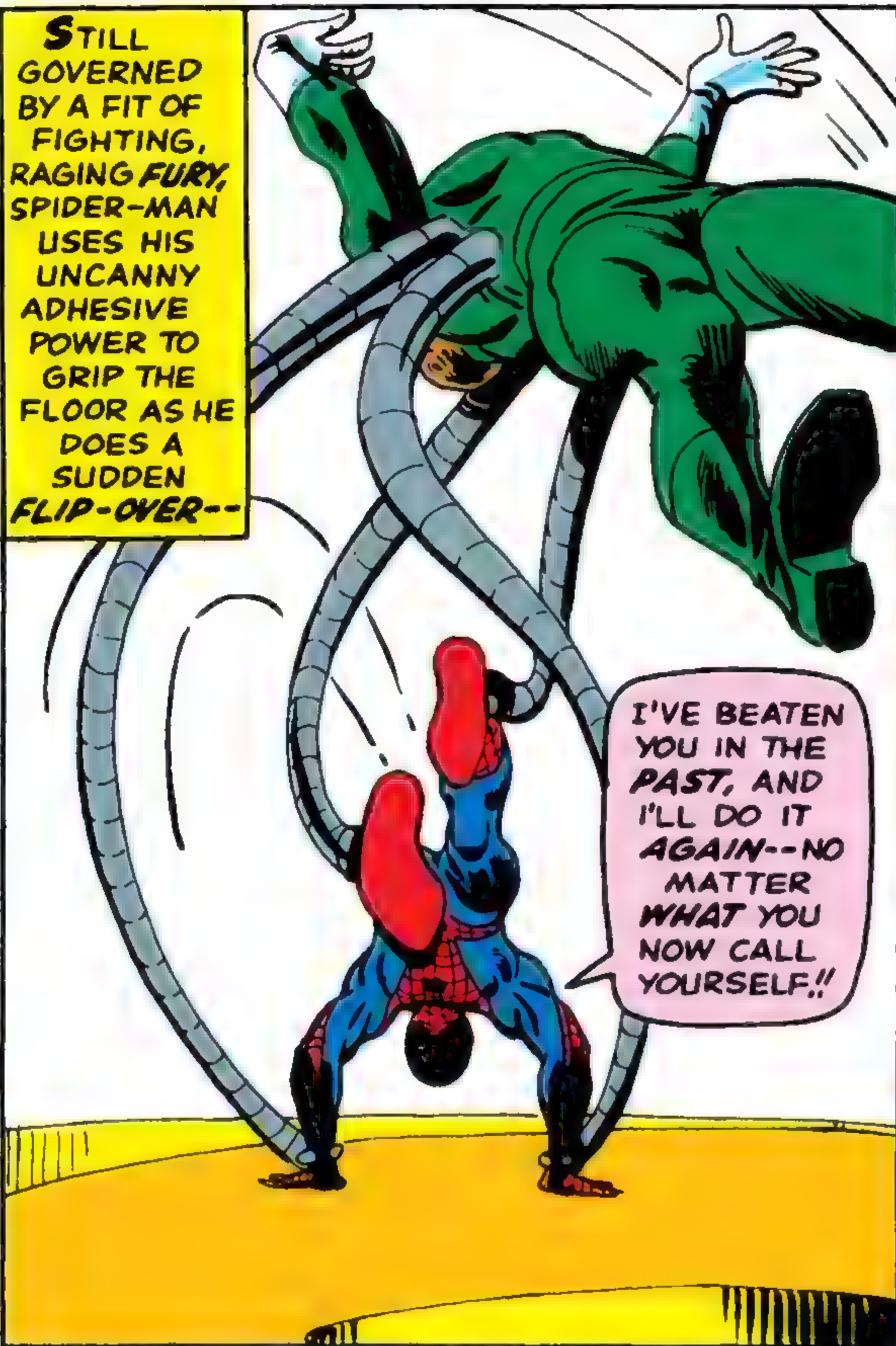
BUT, BEFORE THE DAZED, STRICKEN
YOUTH CAN REACH THE GROUND, A
HIDDEN DOOR SLIDES OPEN AS FOUR
SUPER-POWERFUL LIVING TENTACLES
LASH OUT--!

SO, SPIDER-MAN-- WE MEET
AGAIN! BUT, *THIS* TIME, ALAS, IT
SHALL BE OUR *FINAL* ENCOUNTER!
NEVER AGAIN WILL YOU INTERFERE
WITH THE PLANS OF THOSE WHO
ARE YOUR *SUPERIOR*!!

DOCTOR OCTOPUS!!
THEN-- IT'S YOU WHO
ARE THE MASTER
PLANNER!!

ONE OF MY
STRONGEST
FOES-- AND YET,
I **MUST** DEFEAT
HIM-- FOR THE
SAKE OF
AUNT MAY!

STILL
GOVERNED
BY A FIT OF
FIGHTING,
RAGING *FURY*,
SPIDER-MAN
USES HIS
UNCANNY
ADHESIVE
POWER TO
GRIP THE
FLOOR AS HE
DOES A
SUDDEN
FLIP-OVER--

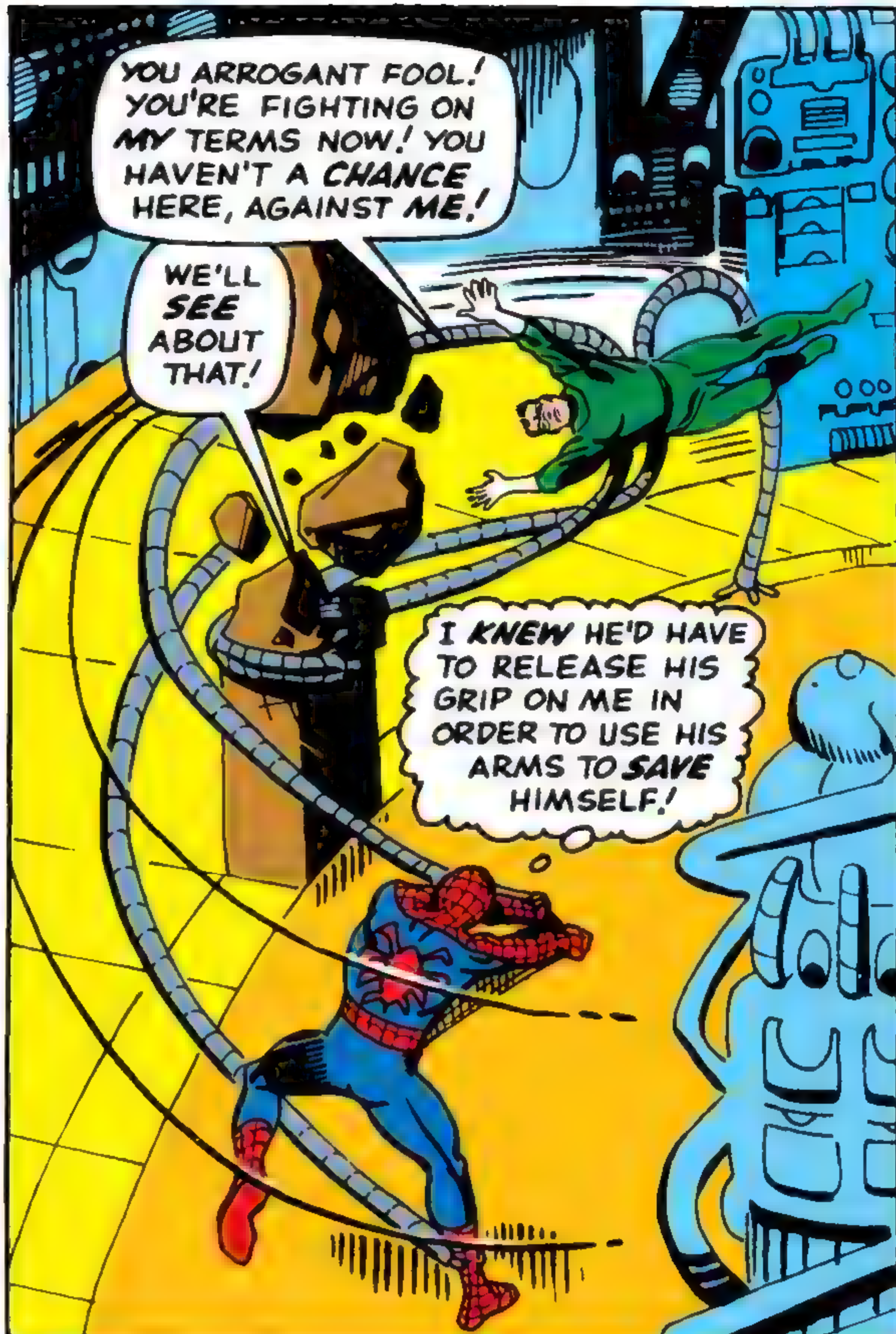


I'VE BEATEN
YOU IN THE
PAST, AND
I'LL DO IT
AGAIN--NO
MATTER
WHAT YOU
NOW CALL
YOURSELF!!

YOU ARROGANT FOOL!
YOU'RE FIGHTING ON
MY TERMS NOW! YOU
HAVEN'T A CHANCE
HERE, AGAINST ME!

WE'LL
SEE
ABOUT
THAT!

I *KNEW* HE'D HAVE
TO RELEASE HIS
GRIP ON ME IN
ORDER TO USE HIS
ARMS TO *SAVE*
HIMSELF!



I SHOULD HAVE *SUSPECTED* THAT HE'D BE THE
MASTER PLANNER-- SINCE ALL HIS CRIMES DEALT
WITH THE THEFT OF ATOMIC AND RADIOACTIVE
MATERIAL!



SO YOU'RE
LASHING OUT
AT ME WITH YOUR
ARMS AGAIN!
GOOD! IT'S JUST
WHAT I EXPECTED
YOU TO DO!

YOU'RE *BLUFFING!* THERE'S NO WAY YOU CAN
COPE WITH MY FLEXIBLE, CLUTCHING ARMS--

KEEP TALKING, BIG MAN--AND I'LL
JUST PRACTICE A LITTLE *KNOT-TYING* WHILE
YOU DO!

HE'S *TOO STRONG!*
HE'LL FREE HIMSELF
IN SECONDS! BUT, AT
LEAST I GAINED
SOME BREATHING
TIME!

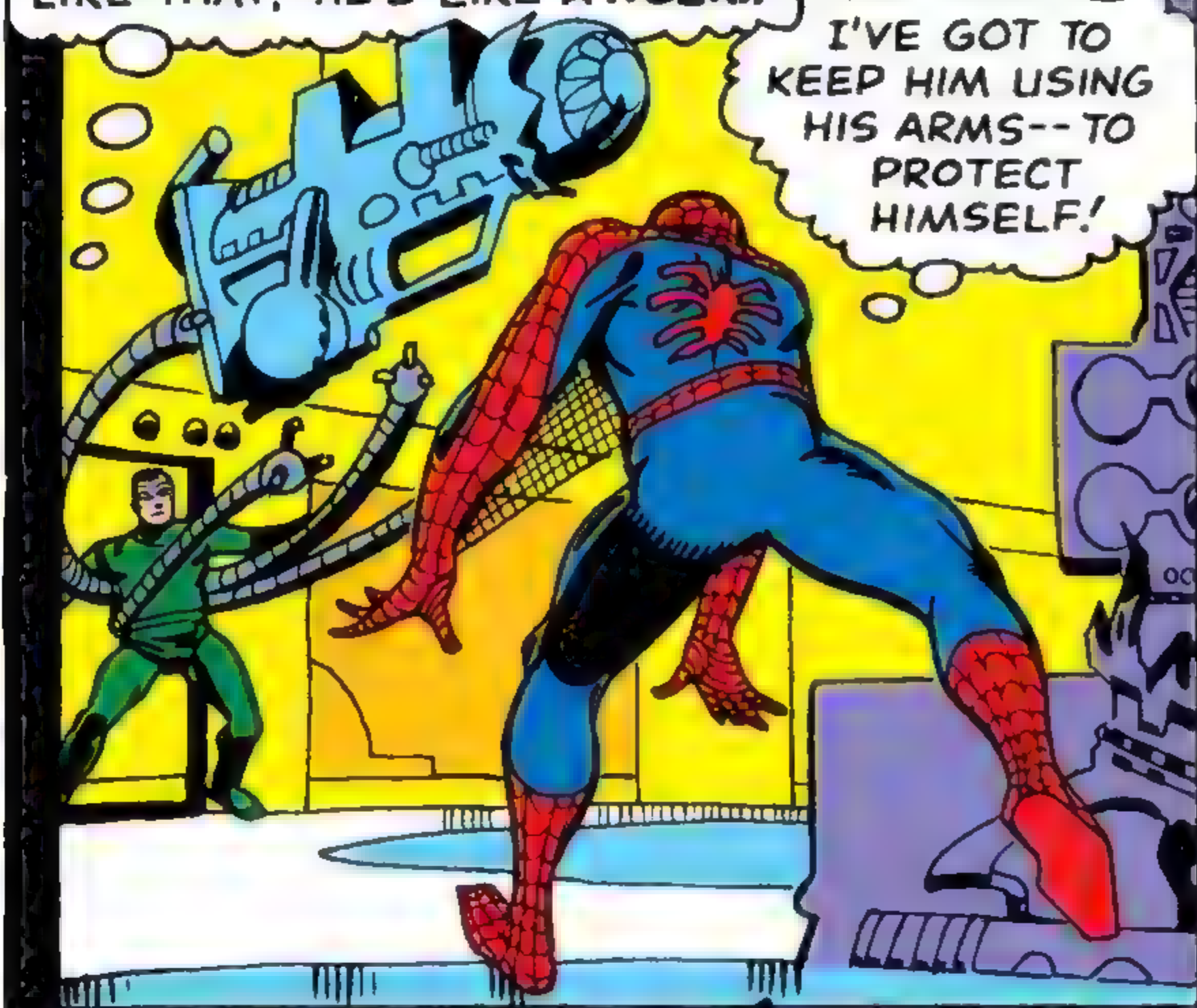


AND I'VE
MADE HIM
LOSE THE
ADVANTAGE
OF
SURPRISE!

THEN, AFTER DOC OCK HAS FREED HIMSELF, AS SPIDEY PREDICTED...

I NEVER **SAW** HIM FIGHT LIKE THAT! HE'S LIKE A **TIGER!!**

I'VE GOT TO KEEP HIM USING HIS ARMS-- TO PROTECT HIMSELF!



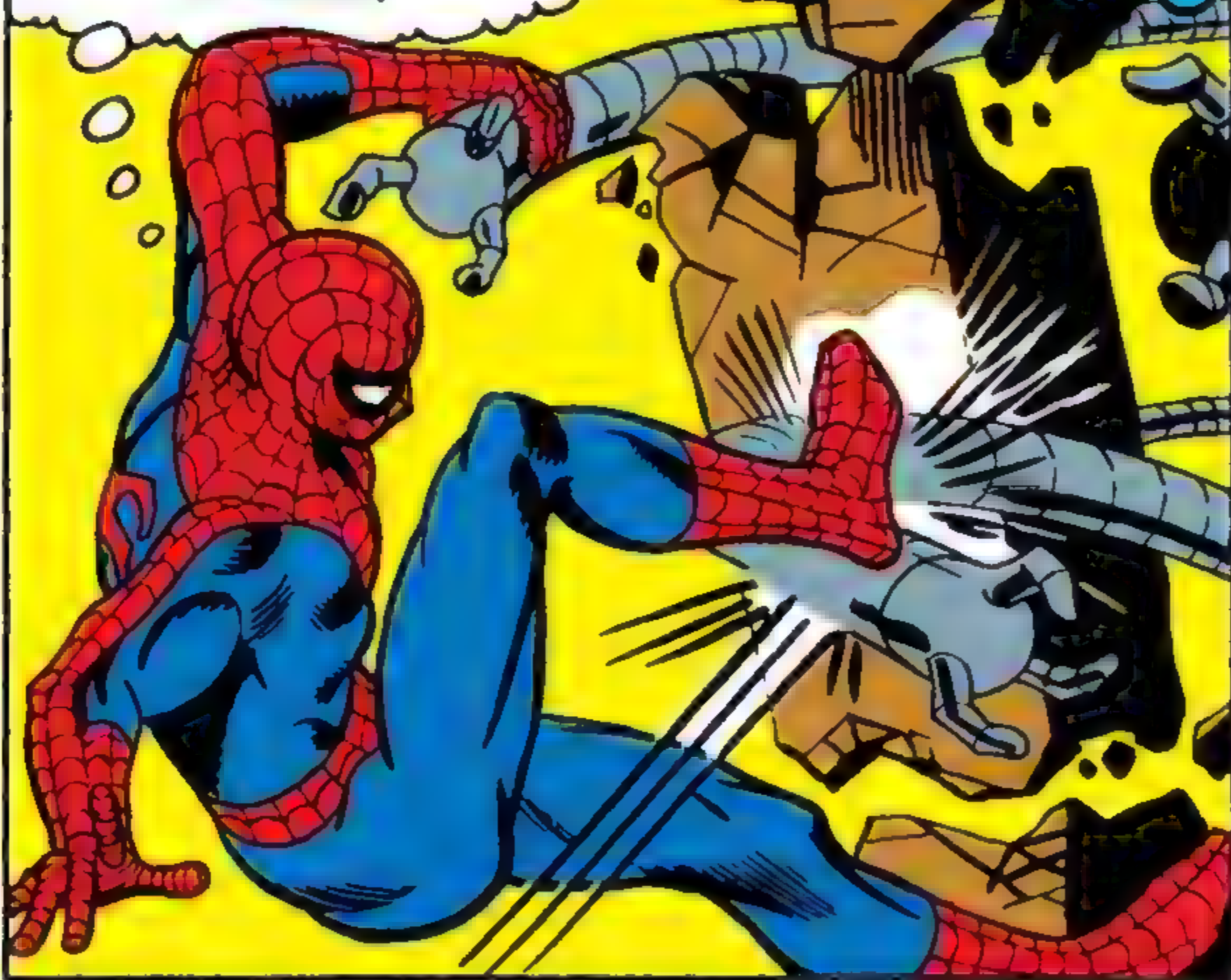
IF YOU EXPECT TO WRAP THOSE TIN TENTACLES OF YOURS AROUND ME AGAIN, **FORGET IT!**

I'M CALLING THE TUNE FROM HERE ON IN!

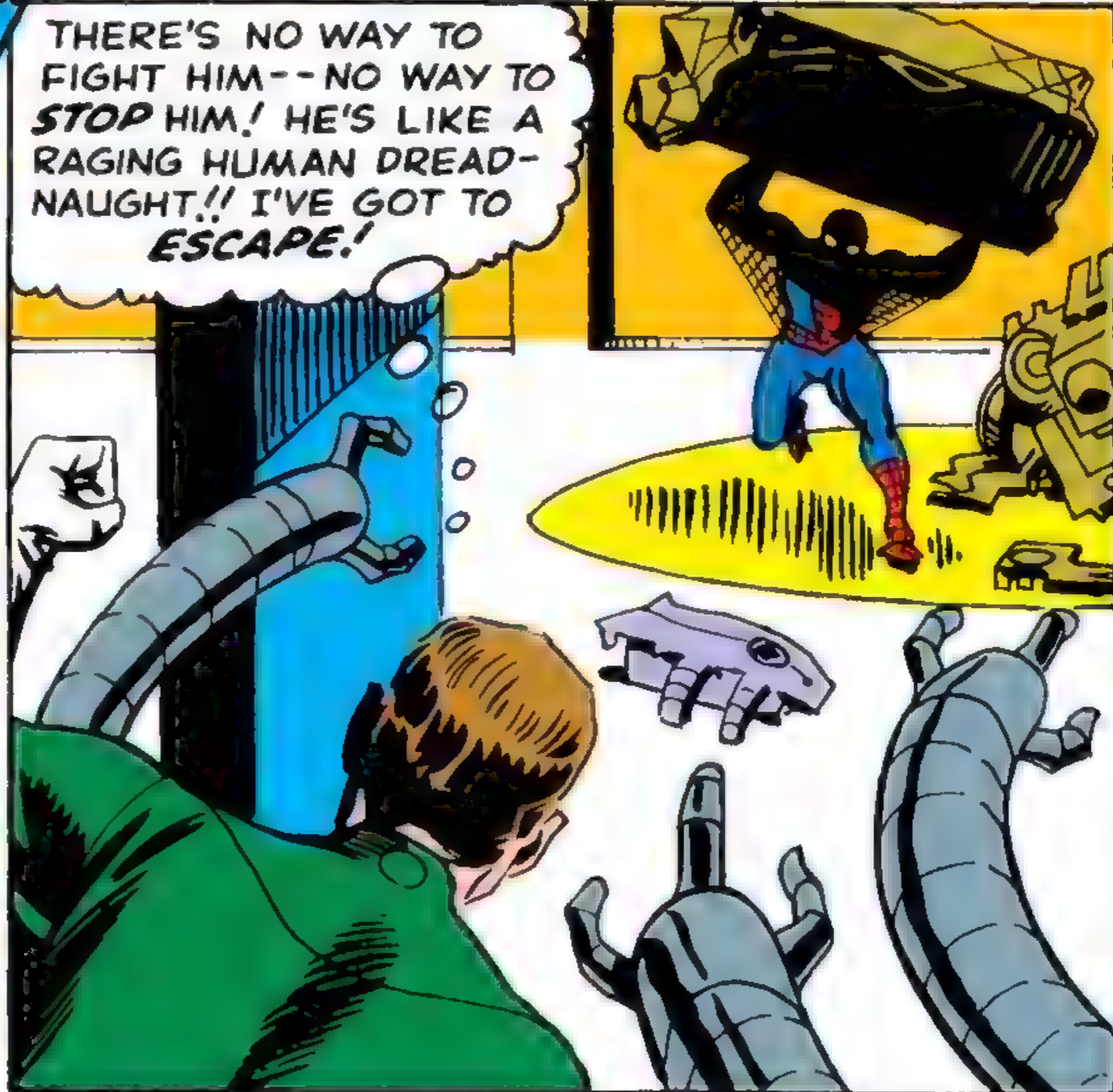


HE MUST BE BEATEN QUICKLY-- DECISIVELY-- SO I CAN GET THE SERUM TO CONNORS IN TIME!

THOK!



THERE'S NO WAY TO FIGHT HIM-- NO WAY TO STOP HIM! HE'S LIKE A RAGING HUMAN DREAD-NAUGHT!! I'VE GOT TO **ESCAPE!**

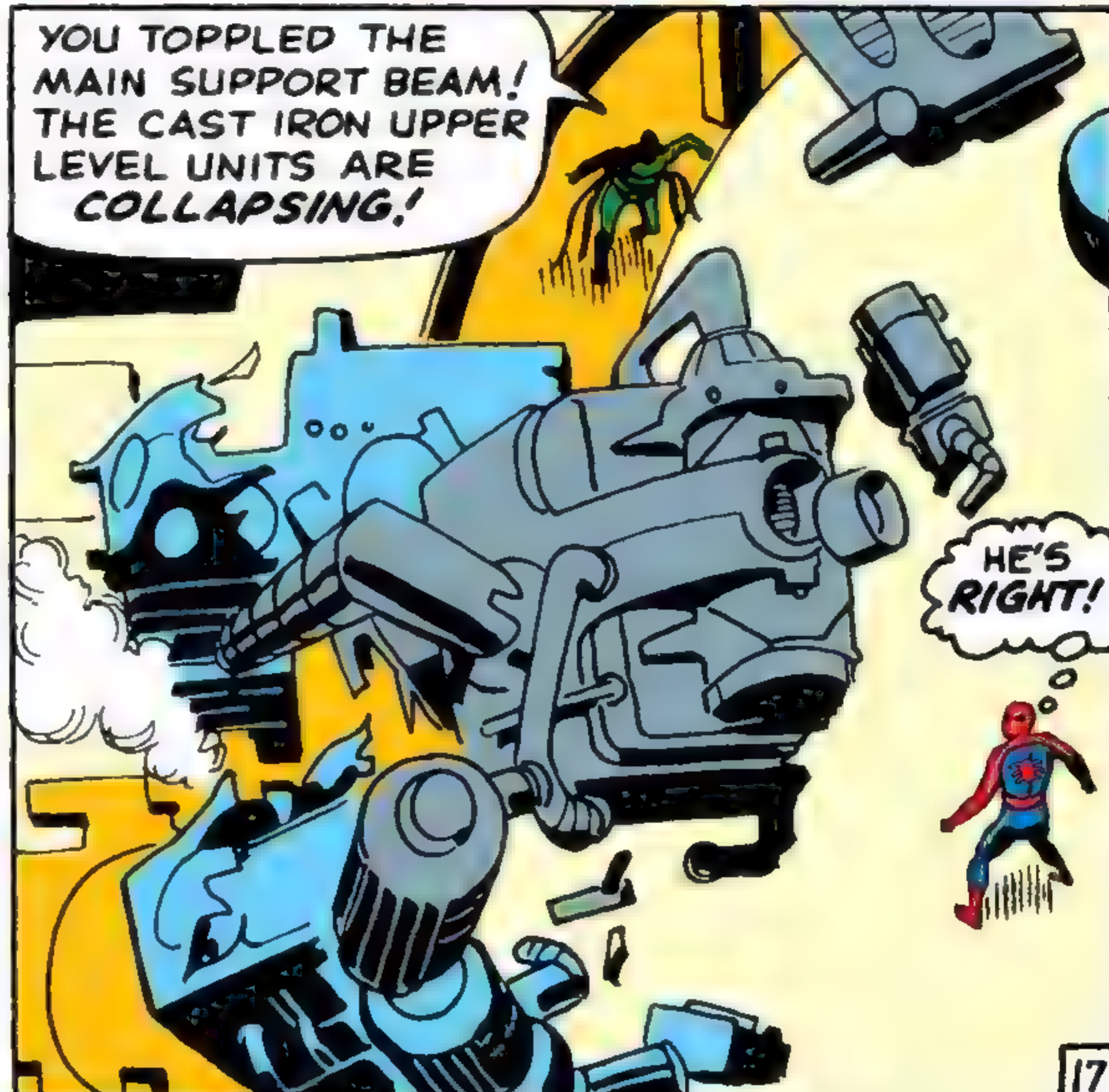


YOU'RE NOT GETTING AWAY-- THAT SERUM WILL BE **MINE**-- AND YOU'RE MY SAFE PASSAGE **OUT** OF HERE!

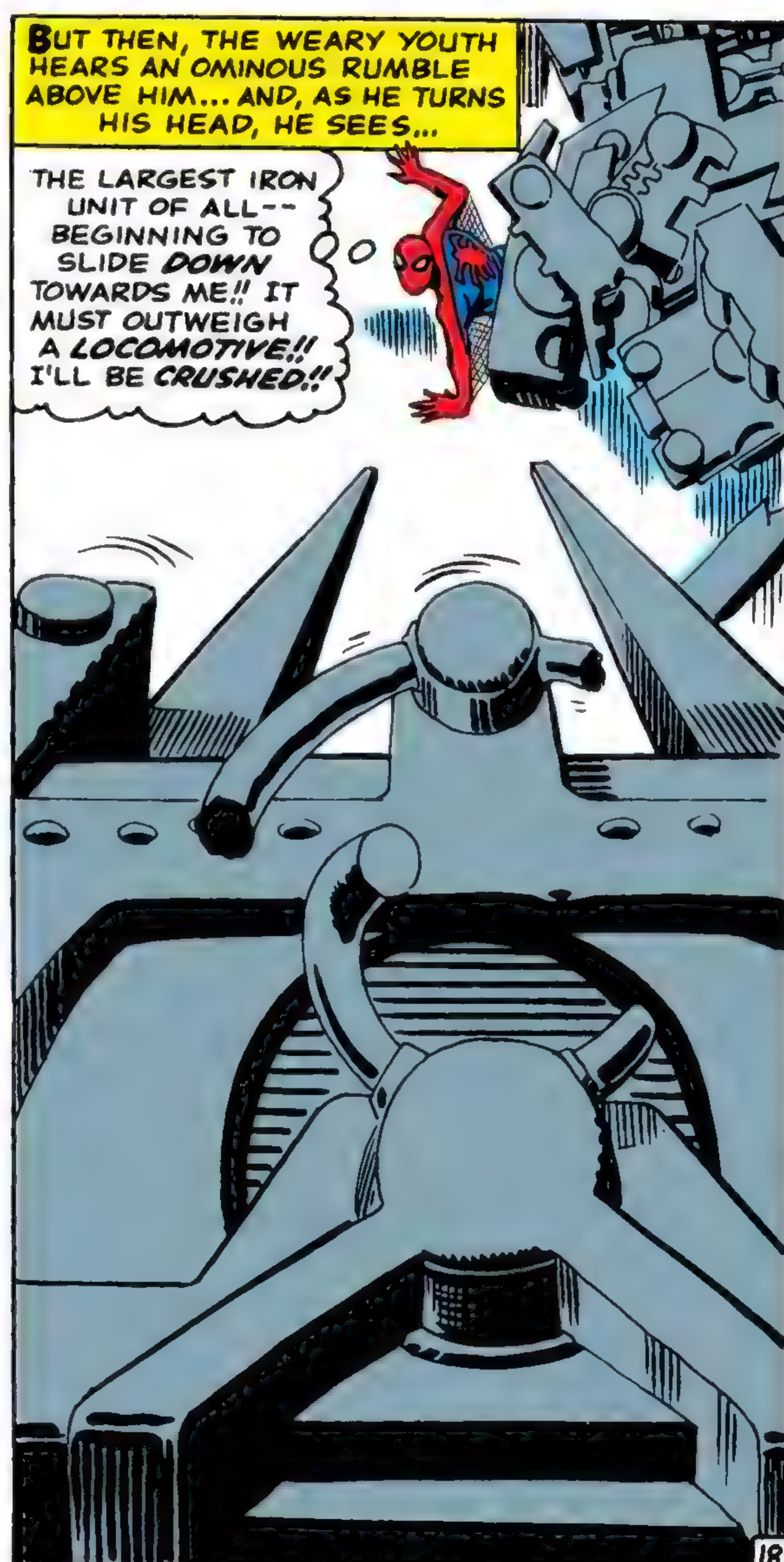
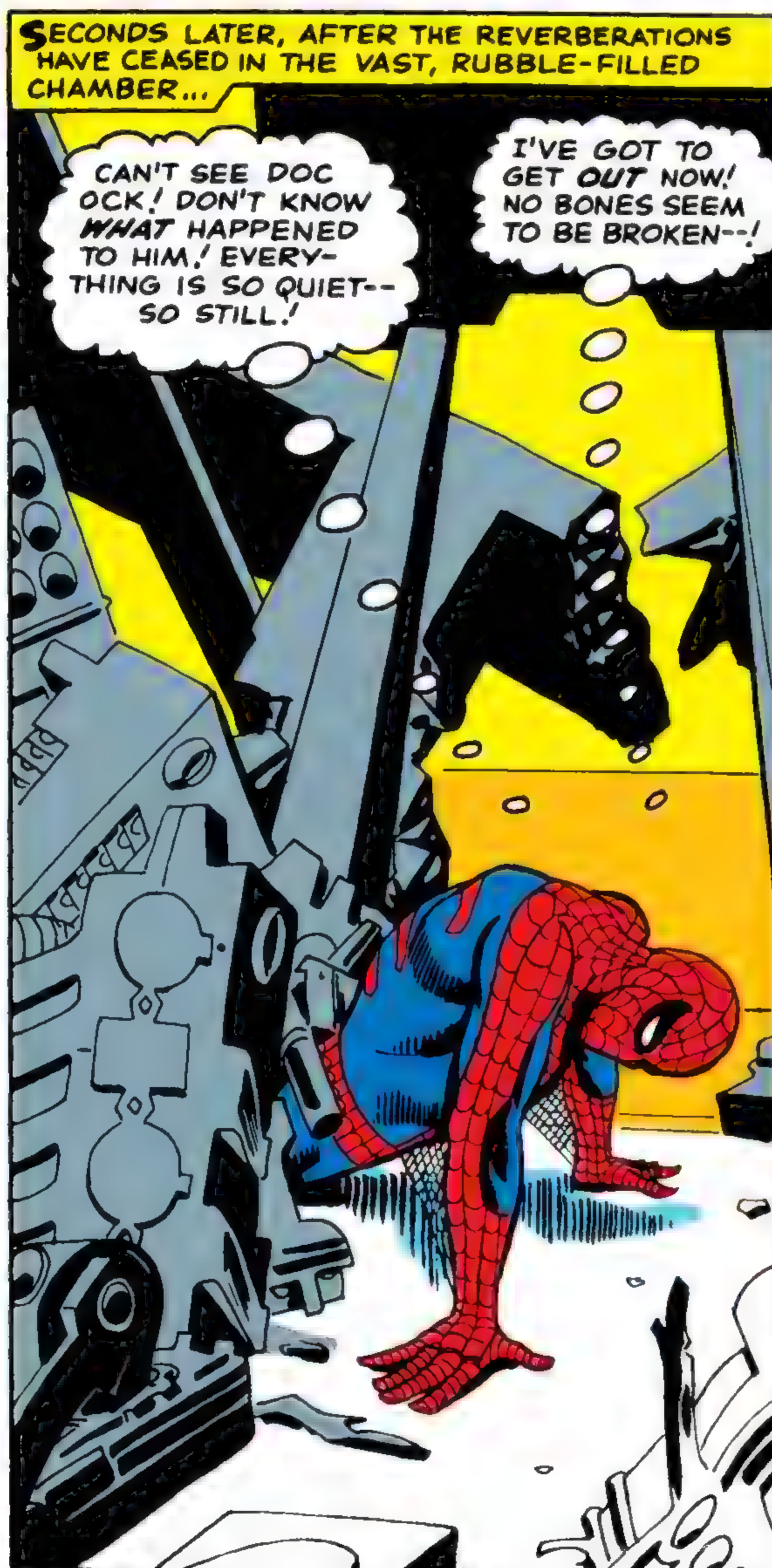
CRASH!

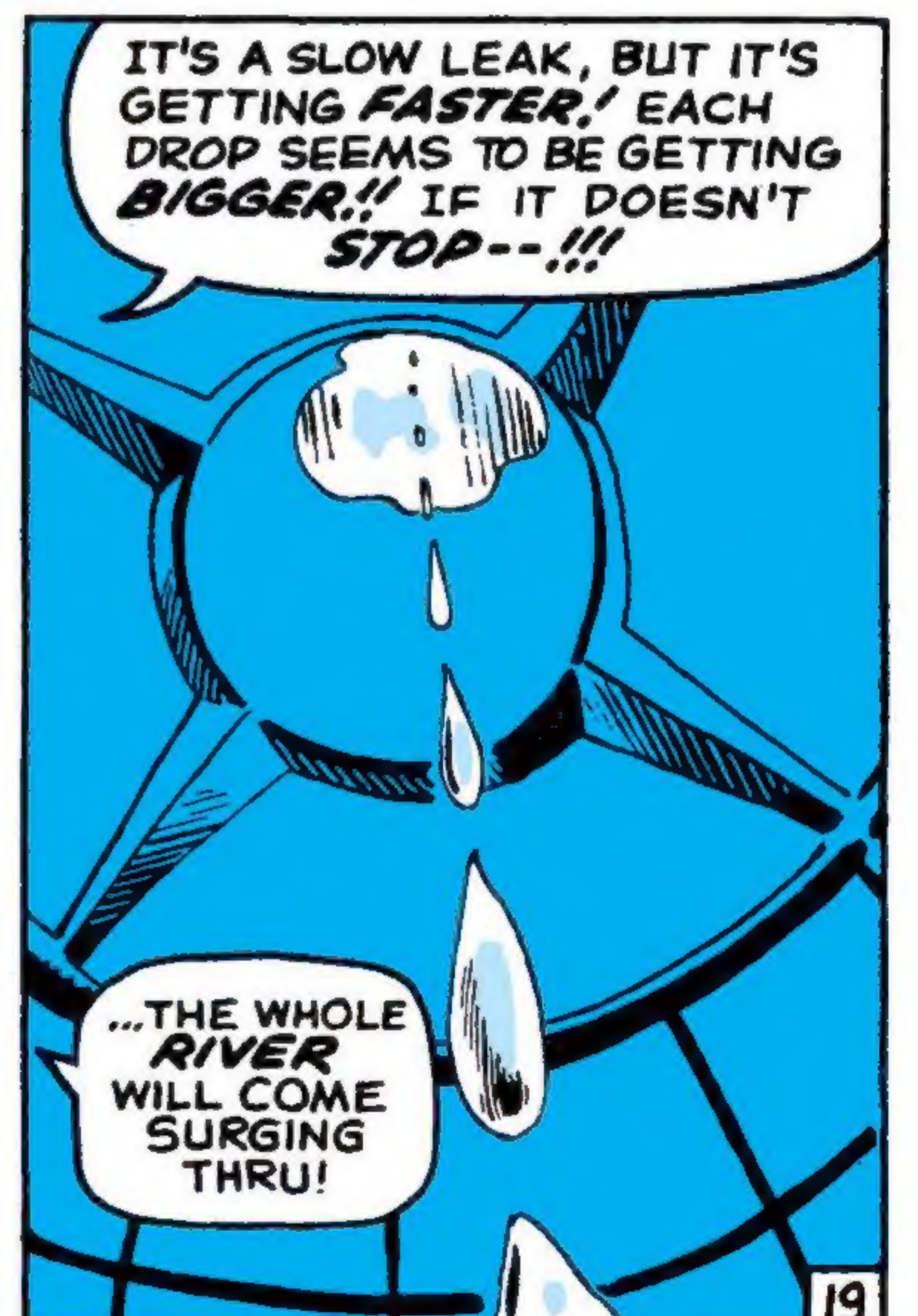
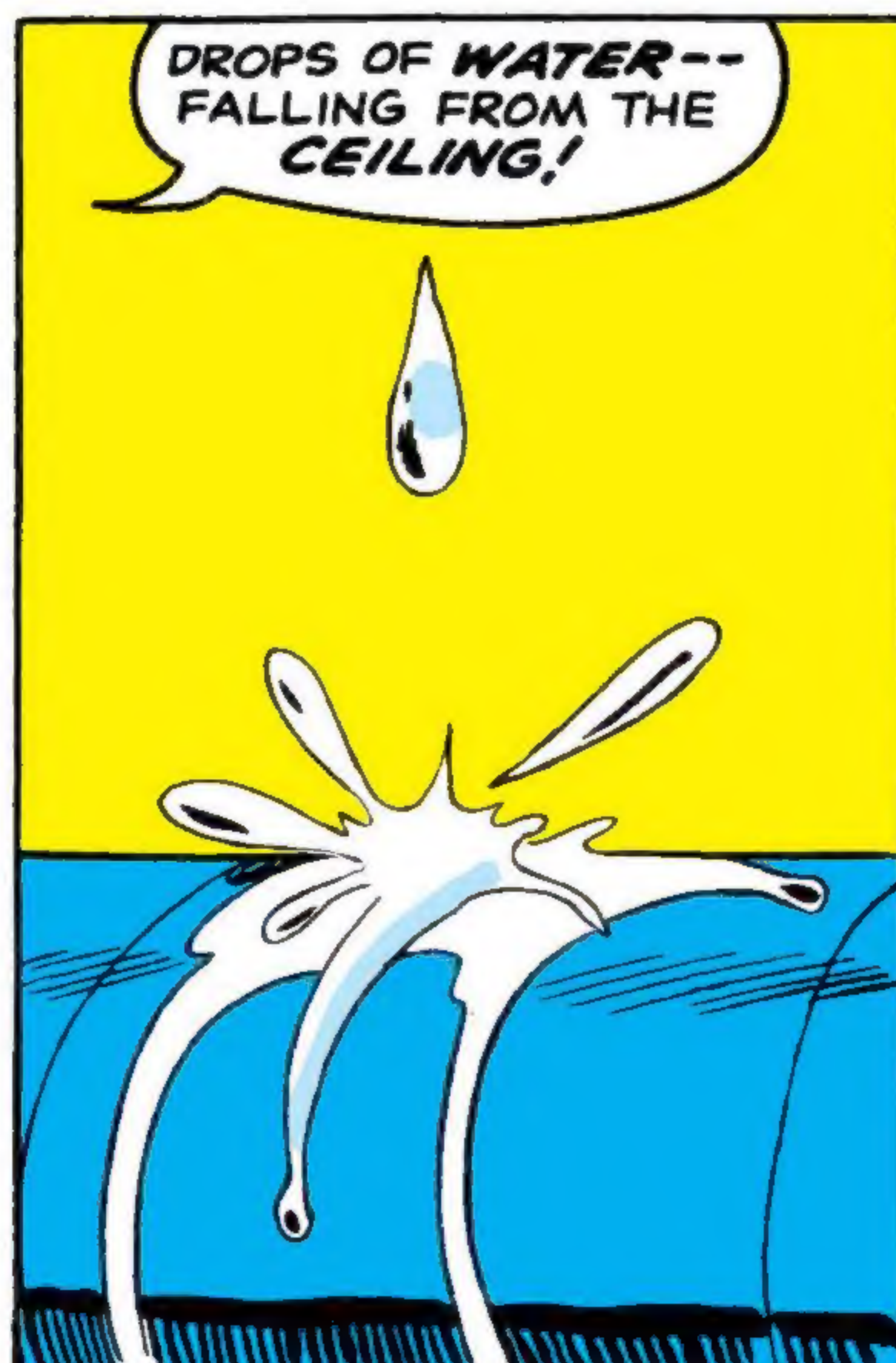
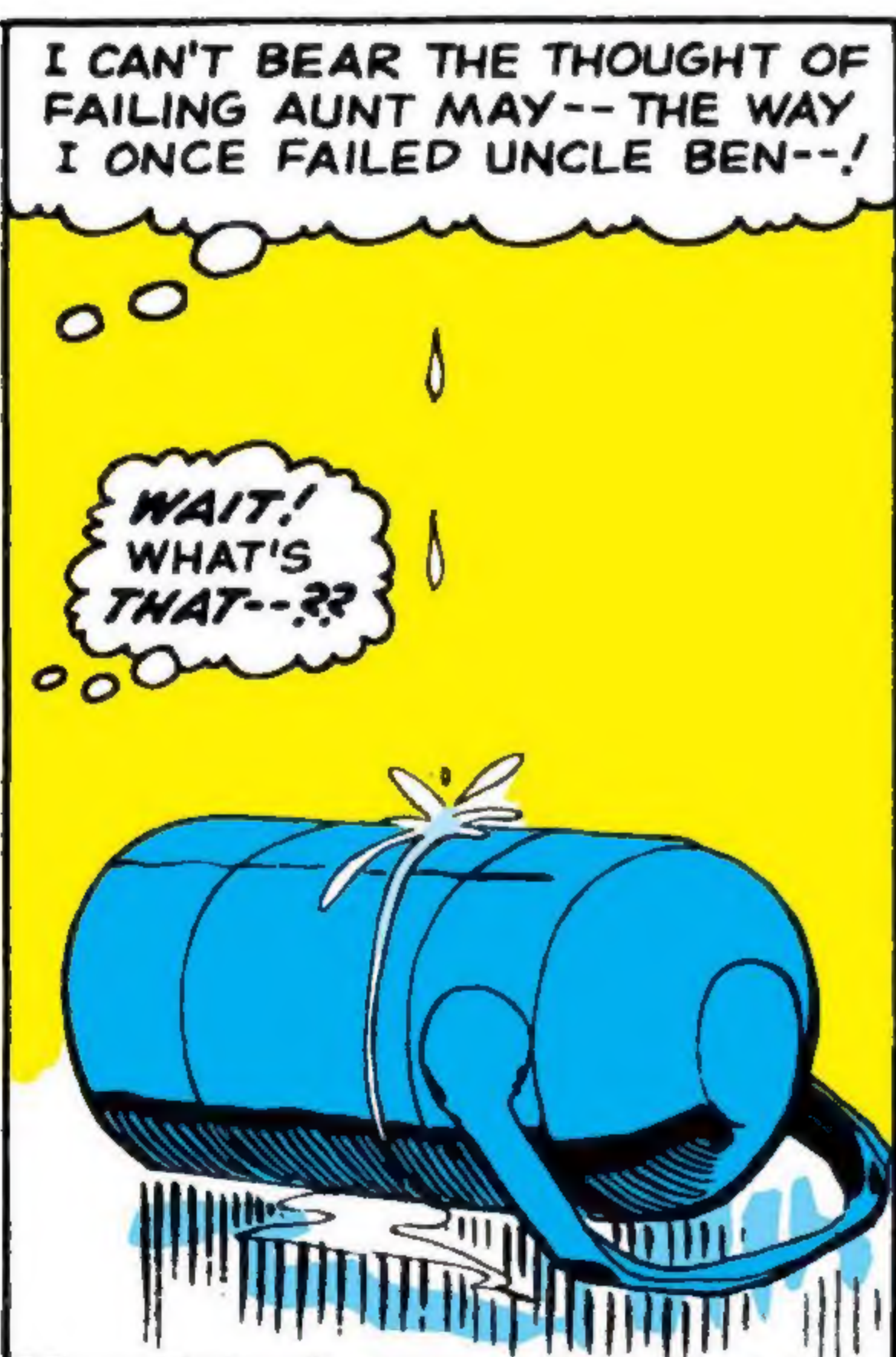
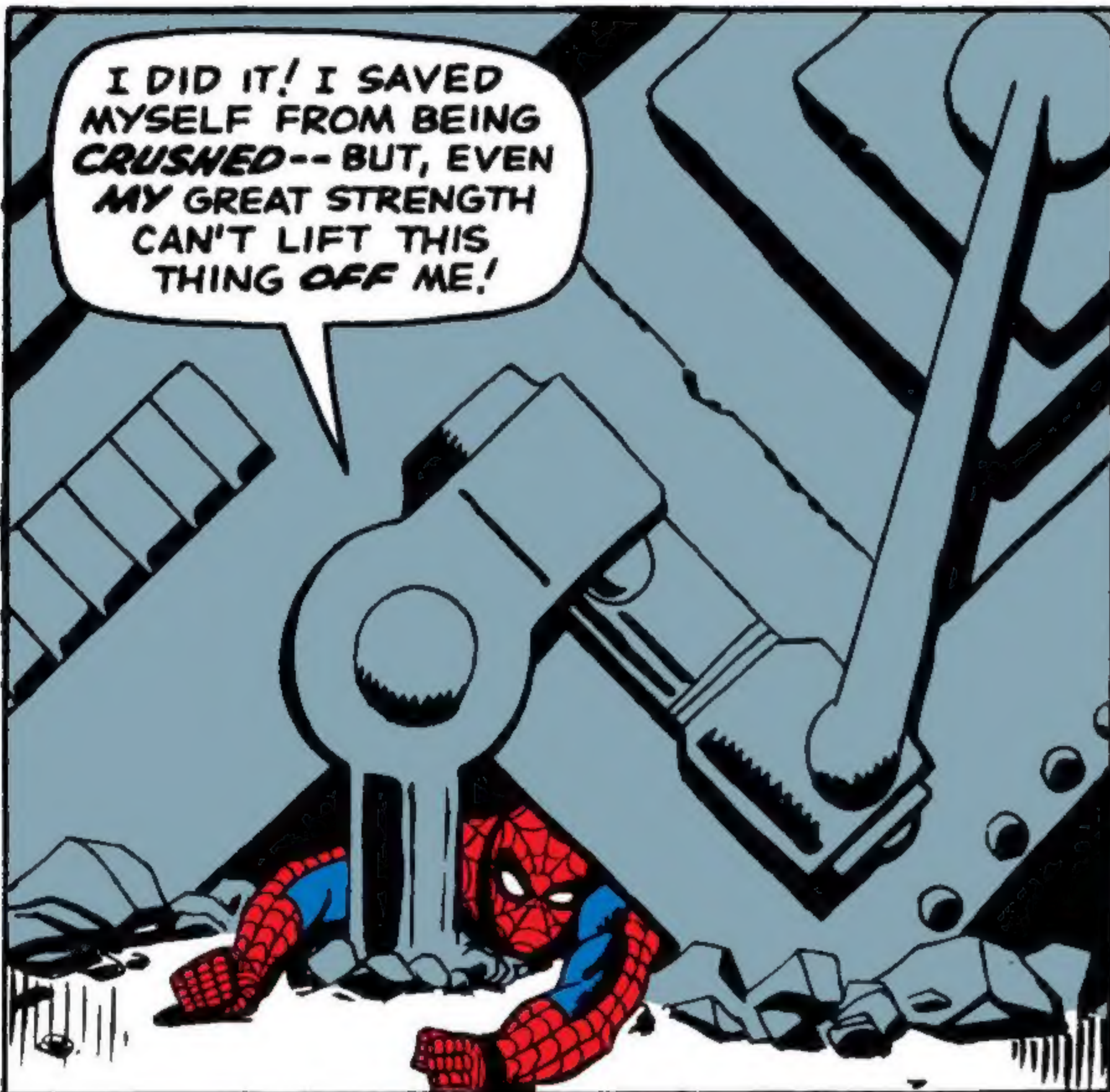


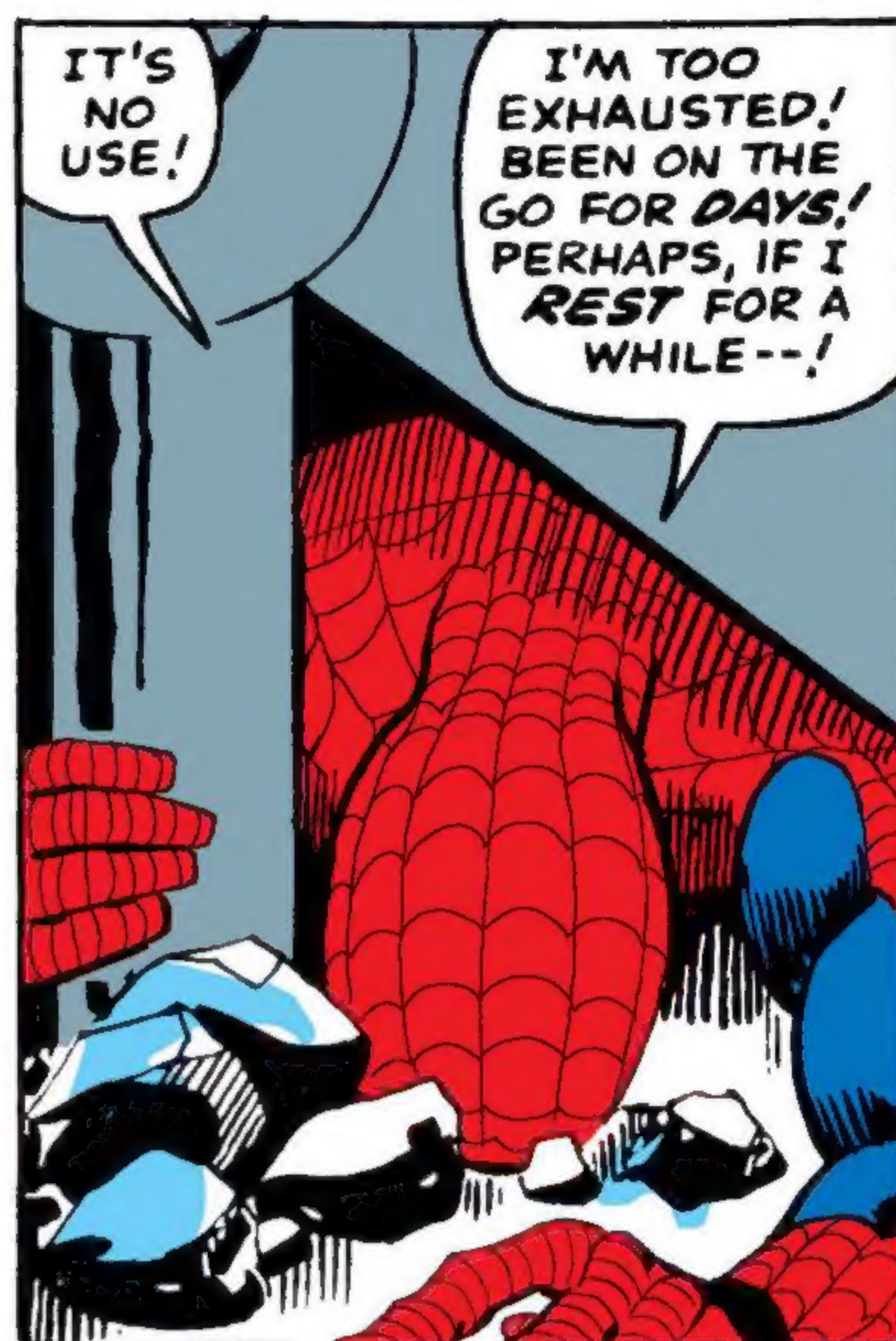
YOU TOPPLED THE MAIN SUPPORT BEAM! THE CAST IRON UPPER LEVEL UNITS ARE **COLLAPSING!**



HE'S **RIGHT!**



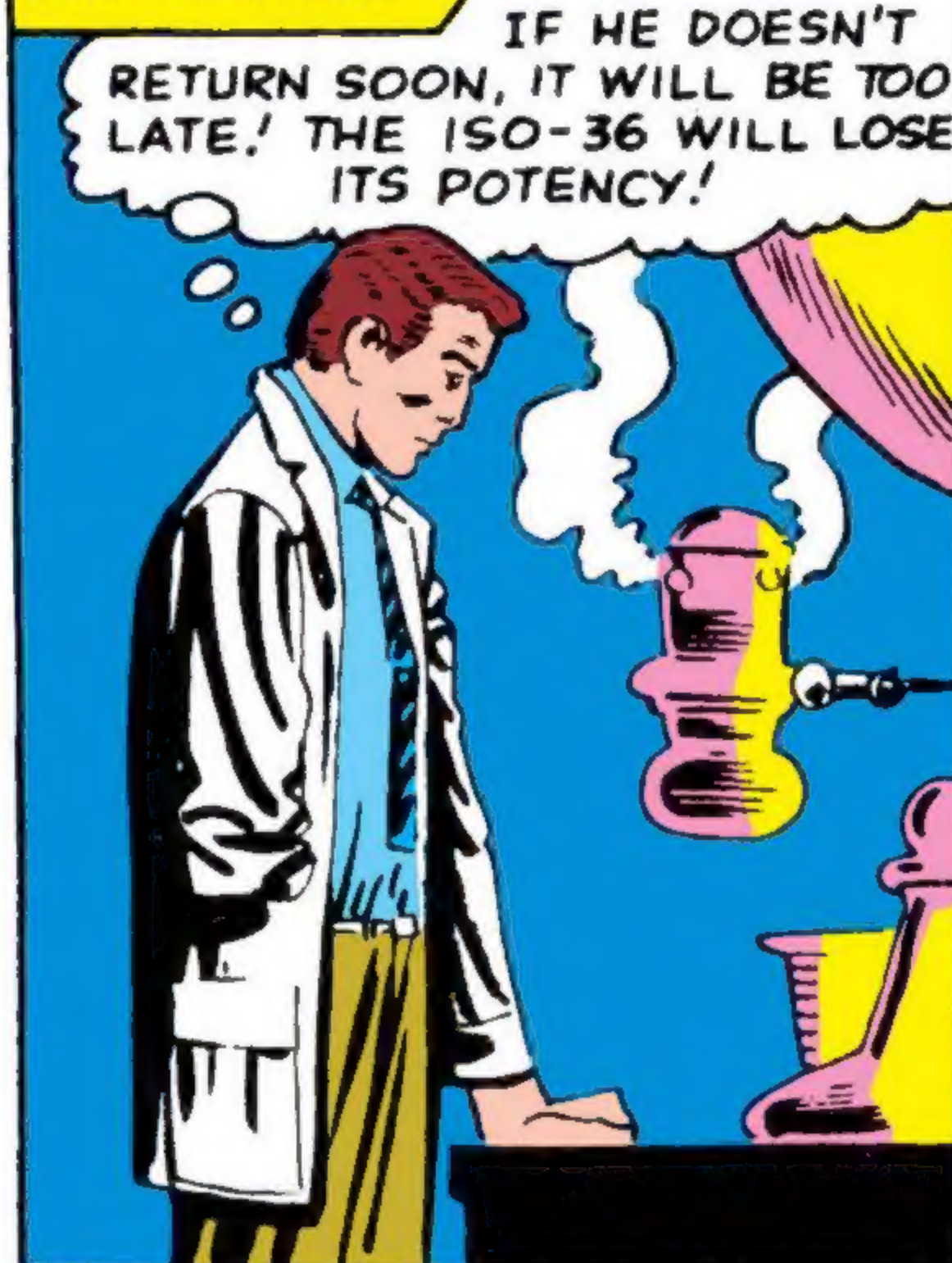




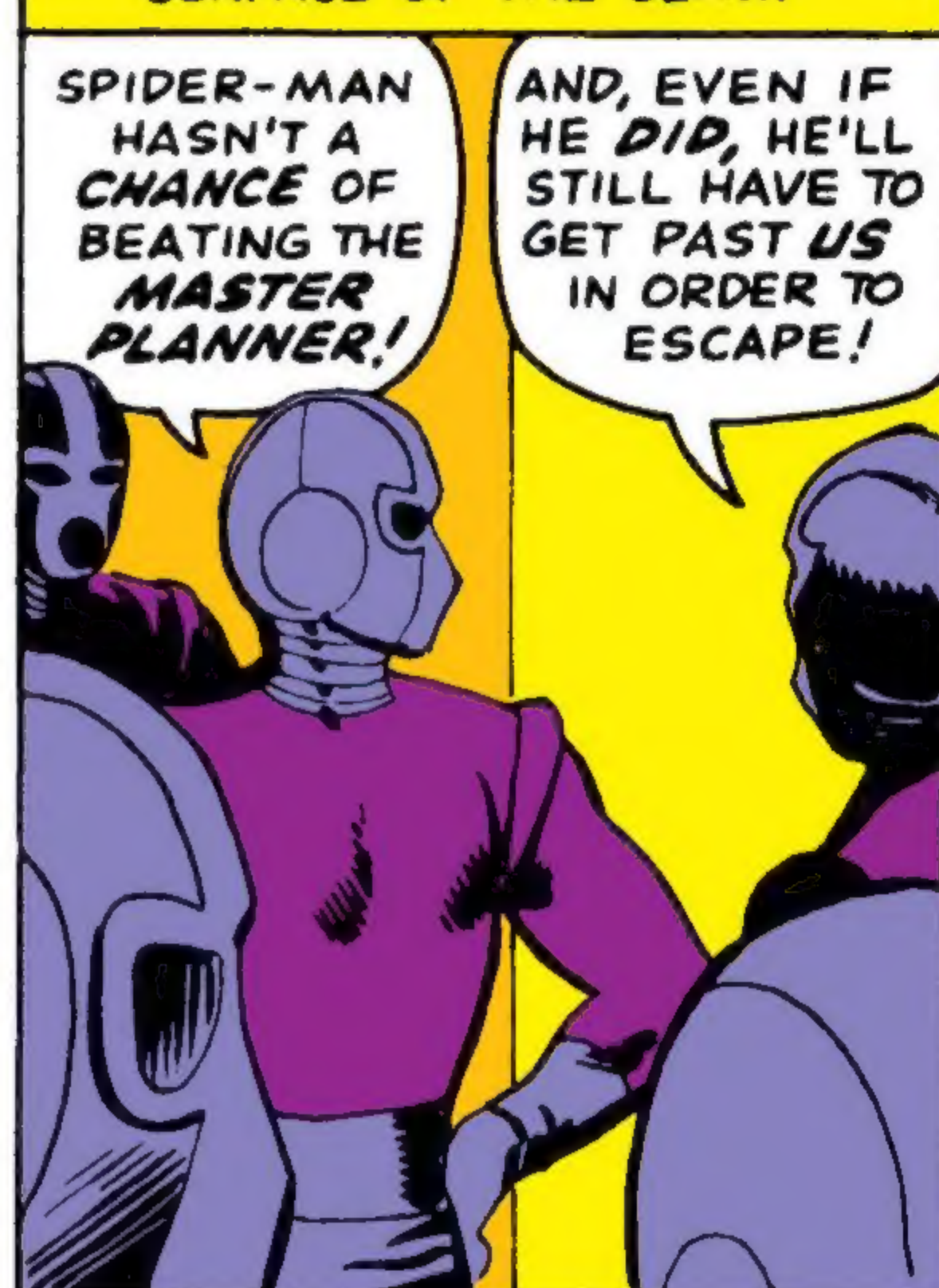
AND, WHILE THE COSTUMED TEEN-AGER FUMES AT HIS SEEMINGLY HOPELESS PREDICAMENT, MAY PARKER SLOWLY SINKS DEEPER AND DEEPER INTO HER COMA, ONE FAINT WORD SOFTLY CROSSING HER LIPS...



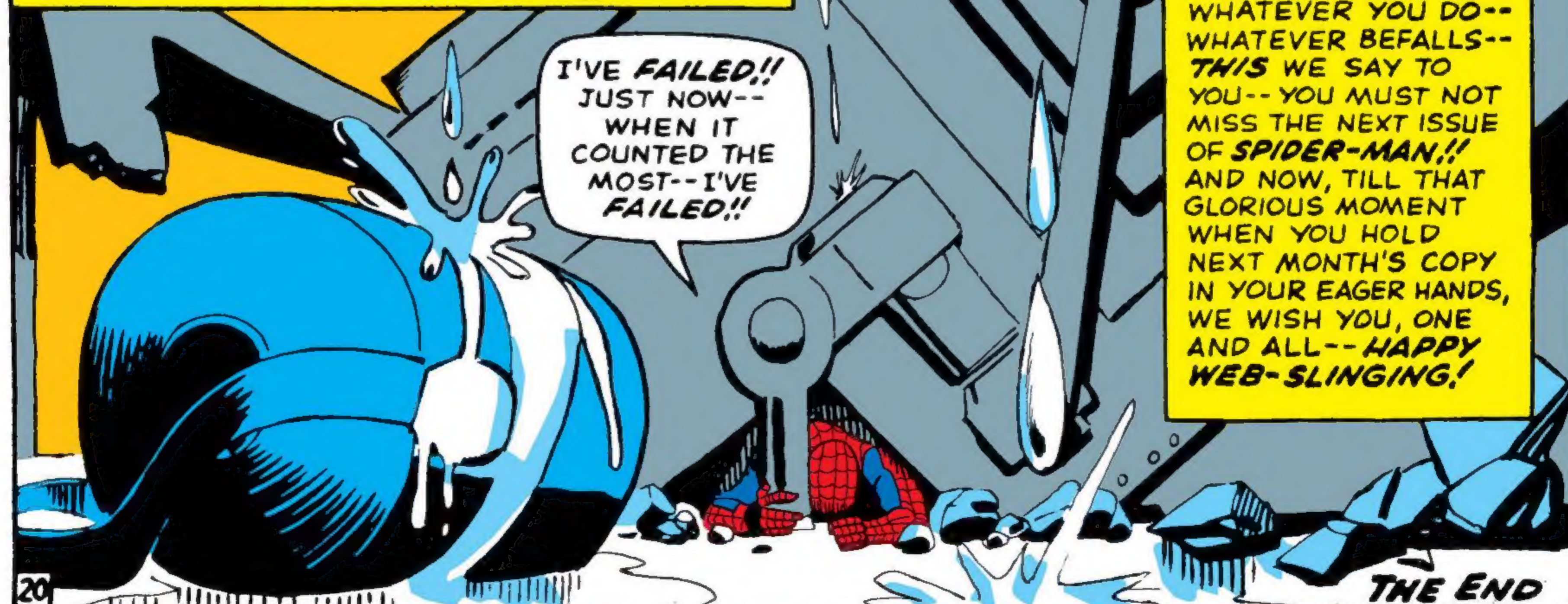
WHILE, DIRECTLY ACROSS TOWN, ANOTHER MAN SILENTLY WAITS-- AND WONDERS--



AS, MANY FATHOMS BENEATH THE SURFACE OF THE SEA...



BUT, BEHIND THE BOLTED DOOR, UNSUSPECTED BY THE MASKED CRIMINALS, SPIDER-MAN FUMES IN HELPLESS RAGE AS THE DROPS OF WATER FALL EVER FASTER-- EVER LARGER-- FASTER--LARGER-- FASTER-- LARGER--!!!



WHEREVER YOU GO-- WHATEVER YOU DO-- WHATEVER BEFALLS-- THIS WE SAY TO YOU-- YOU MUST NOT MISS THE NEXT ISSUE OF **SPIDER-MAN**!! AND NOW, TILL THAT GLORIOUS MOMENT WHEN YOU HOLD NEXT MONTH'S COPY IN YOUR EAGER HANDS, WE WISH YOU, ONE AND ALL-- **HAPPY WEB-SLINGING!**

THE END



THE SPIDER'S WEB

Dear Stan and Steve,

Wonderfull! Fantastic! Astonishing! Of course I'm talking about *Spider-Man* #28! Naturally with a miraculously drawn cover and a superbly written story it couldn't be anything else. There! Now that I've buttered you up, I have some complaints. First of all — The AVENGERS! We took a vote at school and we decided that Spider-Man belongs in the group. Then everyone (except J. J. J.) would like him, and the Avengers would have the strength they need. The second thing we agreed on is that we should tell you to quit publishing those dad-blasted continuations! It keeps us in suspense too long and besides, we like to enjoy your stories, from start to finish, without waiting. Last, but not least, what happened to Giant Man? First you kicked him out of the Avengers, then booted him from ASTONISH! What are you anyway? A giant hater? Or maybe Spider-Man put you up to it, to get rid of the Wasp? Oh well, you can't win 'em all!

David W. Banks, 1912 West 3rd Street
Williamsport, Pa.

Judging by some of the pan mail we receive, Davey, we can't win any of 'em! But, dry your pink little eyes, chum! You'll catch a glimpse of Hank and Jan in one of our other mags next month! And if you have to buy them all before you find them, who's complaining?

Dear Stan and Steve,

Come now, Stan, you're losing your touch. I'm referring to issue #28 of *Spider-Man*. Here you have the makings for a terrific villain, and you make him look like a cheap fraud. Why? Because Spidey finishes him off in a 10-minute fight! All in all, the rise and fall of the Molten Man lasted about 30 minutes. Give us the old stories where villains lasted a few days (i.e.: Spideys #9, #13, #15 to name a few). Another thing: you often claim a baddy to be "the greatest threat to Spidey ever" but, in the battle, our web-spinner is joking, therefore showing that he's not really too worried over the threat of being annihilated! However, Stan, these are your only flaws. Marvel forever!!

Michael Fallis, P.O. Box 663
Salem, Mass.

Amen! Amen! As for Spidey wise-cracking in moments of duress, Mike, we always thought it added an extra zing to the yarns! But, if enough other web-spinners agree with you, then he'll be a real sourpuss from now on! Satisfied?

Dear Stan and Steve,

I just had to write and tell you how good *Spider-Man* #28 was. The plot was great as always, and the art lived up to the new title of "Pop Art Productions" (naturally). And those scenes of Spidey fighting the Molten Man in the dark were really great. There was just one thing wrong (and I'm not the only one who'll say so I betcha) — Liz Allen became Liz Hilton all of a sudden! Keep up the good work.

Les Sorialli, 1219 Elm Street
Peekskill, N. Y.

What good work? You mean like getting our last names wrong? We're sorry about that, Leo — in fact, we apologize to the zillion other sharp-eyed spider-philos who wrote to tell us about the same monumental mistake! As for our art living up to our "Pop Art Productions" title, we hope it'll live a lot longer, because as you probably know, we're just the plain ol' Marvel Comics Group again! In fact, the only thing you can be sure about, where Marvel is concerned, is that you can't be sure of anything!

Dear Stan and Steve,

What can I say after reading the *Spider-Man Annual* #2? I'm flabbergasted. The book was well worth the waiting for! An ultra-attractive cover by the master of the pencils, inks, and square heads — a 20-page story that could make Brand X cry by Stan Lee, the master of the

typewriter, editing, and forgetting everything from Bruce Banner to the fact that frolicsome Iron Man goes kaput if he takes off the iron T-shirt. Honestly though, instead of thinking that "The Wonderous World of Doctor Strange" was a Spider-Man story featuring the dainty Doctor, it was more like a Dr. Strange story featuring Spidey! Alas, I'm still as mixed up as ever! Even though I have every Spider-Man to date, and *Amazing Fantasy* #15 as well, I truly enjoyed your selections of stories, and am very happy to see that you did not cut them. As usual, your Gallery of Villains was superb. Thank you for such a wonderful annual! Peter Mancuso, 33 Hubbard Avenue
Freeport, New York

You're exorcuciatingly welcome, Petey! In fact, it's time once again for us to mention that we always feel a little bit embarrassed when you great guys and gals thank us for our Marvel mags! Just between us, it's we who should thank you for keeping us in business by buying 'em — and for keeping our spirits up by raving about 'em! And right here, in full view of the entire reading public, we want to say that we do thank each and every one of you — despite our clownin' around, we appreciate your loyalty and friendship more than we can ever tell! And, on this particular subject, there can never be 'nuff said!

Dear Stan and Steve,

I am writing to tell you how much I really loved the SPIDER-MAN ANNUAL! Also, take a bow — you're famous! I didn't think anybody else belonged to the M.M.M.S. until I heard on WLS, a Chicago radio station, this message said by Art Roberts, a disc jockey: "... and say hello to the Merry Marvel Marching Society. They're still marching..." I was so thrilled I had to write to tell you about it! I still can't get over it! You must have mighty proud, loyal fans!

Len Olson, 1128 Clarence
Oak Park, Ill. 60304

Sure we do, Len! The only thing that bugs us right now is that Ed Sullivan hasn't yet invited us to do some baton-twirling on his show! But, maybe he's too shy to ask...

—PERSONAL NOTE FROM SMILIN' STAN: I can't remember whether I've already done this or not, but just to be on the safe side, I'll do it again! I want to personally thank Jim Sanders and the rest of the gang at COLUMBIA UNIVERSITY for devoting an entire program of their great F.M. radio show "Gabfest" to our Marvel mags! It was fun being your guest on that lively show, and it's still hard to believe that three hours could ever pass so quickly—and so enjoyably! (Especially since it was originally only supposed to be a one-hour show) I'm still not sure whether I talk too much, or you guys and gals at Columbia listen too hard — but either way, it was a blast! For those of you who missed the fun over WKCR, Jim assures us he'll rebroadcast the show at some future date, and we'll announce it here so those of you within listening range can tune in. (End of free plug!)

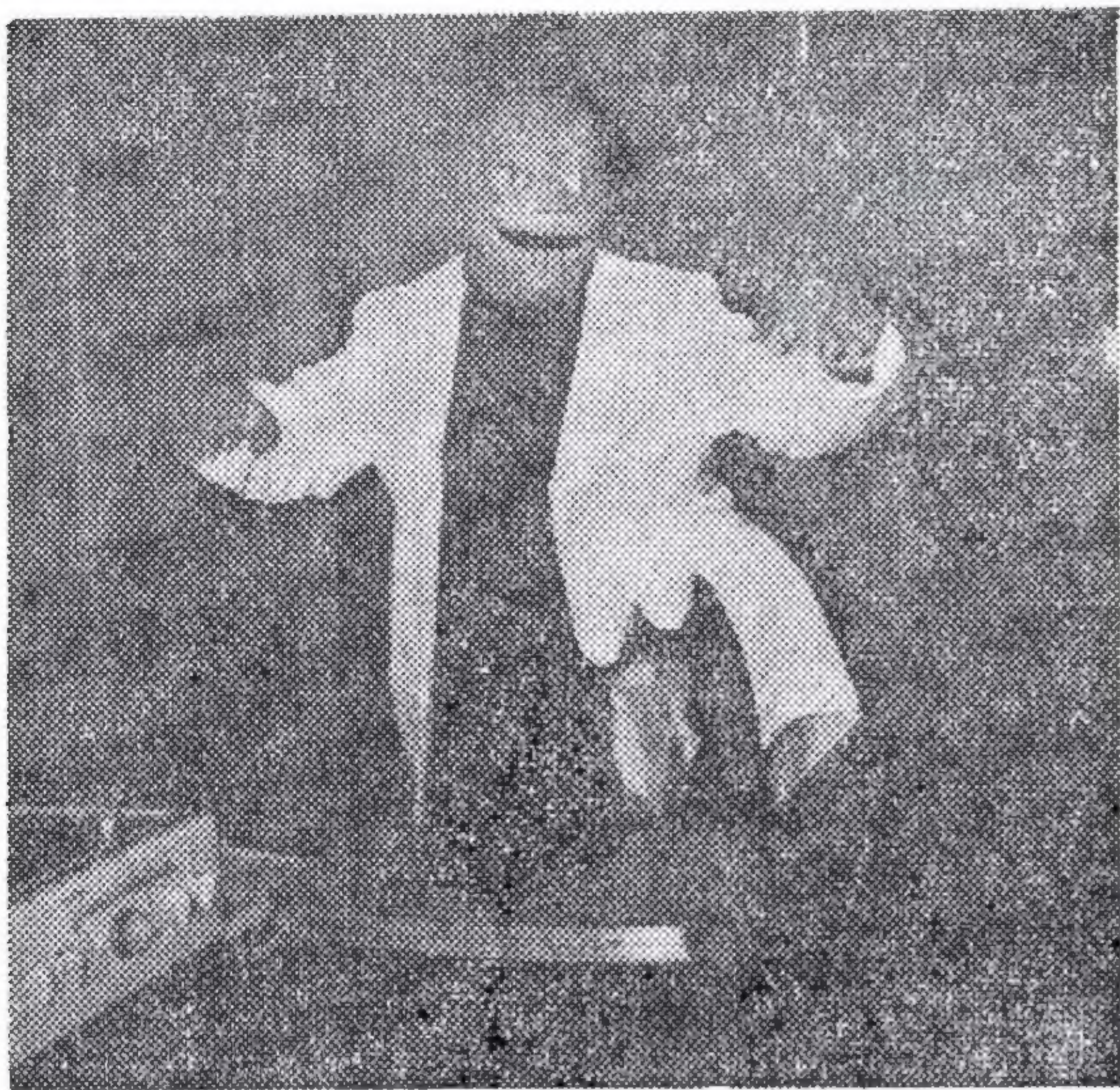
Dear Stan and Steve,

The *Spider-Man Annual* has gone on sale sooner than you anticipated. It hasn't been advertised in any of your other books — it hasn't even been mentioned in the current issue of *Spider-Man*. And I've had it for over a week! Oh, well. I'll say right now that it certainly fulfilled my expectations and then some. The sincerity of Dr. Strange ("May the Vishanti watch over thee") and Spider-Man's jocularly ("And may your amulet never tickle") provide a colorful contrast. However, I wouldn't extend this beyond guest appearances. Dr. Strange is 'way out of his league teaming up with Spider-Man, and Spider-Man is 'way out

of his league teaming up with Dr. Strange. It is interesting to compare Steve's artwork in the reprints with his work in the Dr. Strange saga. He has really come a long way during the last two and a half years. By the way, I've also noted a similar development in the letters pages. You used to print the letters in bold type; now you print the replies in bold type. No doubt about it . . . as you guys get better and better, you get more conceited.

Bill Hine, 470 Glendale Road
North Wilbraham, Mass.

You'd prefer us to get more conceited as we grow worse and worse, perhaps? Well, Billy boy, to each his own!



Dear Stan and Steve,

My son and I have been fans of yours for a couple of years now, and your depicting of the Lizard struck us both as original. I'm sort of a part time mask maker and I was fascinated by the way you thought up the idea of the Lizard — he's so original. I decided to make a mask, hands and feet, and dress up for the Mardi Gras parade which we have down here every year, and I want you to know that the Lizard costume I made won "first prize." I am sending you a picture of the costume. As you will notice I didn't make a tail, but I made a mask out of foamed latex and the hands and feet out of latex also, borrowing the doctor's coat from a doctor I know. I hope you won't mind my using your idea of the "Lizard" and I also hope you'll print the picture in your Spider-Man magazine, as my son and his school chums would get a big kick out of it. And I would, too.

Leo U. Renaud, 509 Lameuse St.
Biloxi, Miss.

We got a kick out of it also, Leo, so that makes it unanimous! By the way, we're negotiating with a manufacturer right now who wants to produce the outfits our costumed kooks wear and sell them in stores throughout the country! If he can do 'em as well as you did, we may cinch the deal. If we do, we'll clue you all in later on.



Dear Stan and Steve,

Everybody has a girl but Doc Strange. I've got the perfect girl for him. Victoria Bentley. Let Doc S. teach her all that sorcery stuff. She was featured in Strange Tales #114. The Spider-Man Annual was good, but there were not enough special features. The first annual was much better. I think the "Wonderous Worlds of Doctor

Strange!" was really good. I liked the cover of *Spider-Man* #28. Let's have more like it. Oh, the story was good too. Why don't you bring John Jameson back and have him like Spidey? Then J.J.J. could get Spidey for breaking up the family. When you have the election for officers of the M.M.M.S., I would like to run for Vice-President and my friend Paul Rojstaczer would like to run for President. Now that you have one big club why don't you have fan clubs? There could be an F.F. fan club, Spider-Man fan club, and so on. You could charge 25¢ (with a special low price for M.M.M.S. members) and you could have a small button and membership card. Last of all why don't you have models like other comic companies do?

Jeff Williams, 1563 Brookcrest Dr.
Hamilton, Ohio

We're thinking of making models right now, Jeff, but don't wanna discuss it till the whole thing is wrapped up! As for all those extra fan clubs you asked for — cheee! The 4 M's and an S keep us busy enough! If we had more mail to read, or membership lists to file, we'd have to forget our mags and just stick to the fan club business! (Not that our competitors would mind!) Anyway, at the rate we're going, by the time we have our election, you and John might be too old to run! (But, you can always be honorary MMMS elder statesmen! Howzat?)

Dear Stan and Steve,

Have you ever considered the close ideological connection between your "*Spider-Man*" and the Dadaist-Pop Art movement? The socially and psychologically conscious Spiderman, albeit still somewhat adolescently naive, who worries about alienation and questions his role as a super-hero, who has financial and emotional problems, who knows and feels his own limitations, and who allows himself subjective thoughts and reactions to the world around him, unlike the unrealistically objective and impervious Brand X-type hero. What better way to advance the message of Dadaism and Pop Art, than through this mock-serious commentary on modern American values and current new breed of Freud-oriented adventure fantasy indulged in by every young person in the country. Your perception and sense of humor are, I can assure you, greatly appreciated, and are the reason for your success among intellectuals as well. For, whether you realize it or not, your "*Spider-Man*" has become the "*Hipper Man's Playboy Magazine*." While Hefner has capitalized on the boyhood dreams of many men to consider themselves suave and sophisticated, "*Spider-Man*" calls up a different, a much more realistic and subtle kind of sophistication; it caters to the young thinking man's need to consider himself also a man of action. He can identify with Peter Parker, he is drawn into the story, and can actually perform, through the pages of your mag, the various acts of derring-do that have occupied his fantasy world, but have up to now been reserved for those aloof, inert and all-too-perfect super-heroes who, for a long time now, have been failing to capture the active imagination of the "new consciousness." There's a little of "*Spider-Man*" in all of us, and we are grateful for your recognition of the fact. Stay as wonderfully innocent as you are; we hope you never lapse into that easy slickness which would destroy the marvelous sense of conflict shown in your comics, and along with it, that surely intentional bumbling and adolescent awkwardness which is the greatest part of your charm.

Betty Ann Lopate, 1383 Nostrand Ave.
Brooklyn, New York

How about that!!! Here's a chick who spends her 12¢ and ends up getting fodder for a psychological dissertation! Betty Ann, we think you're great — and let us know what you'll charge to psychoanalyze the gang in the bullpen when you get a chance! Okay, pussycat?

—No need for a big ballyhoo about our next ish. It's scripted by Stan and drawn by Steve, and it reintroduces Kraven, the Hunter! If that's not enough to make you storm the newsstands, then nothing else we say can do the trick! So, till we meet again, keep your web fluid in a safe place—you know how quickly the stores run out of it! Face front!